

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,<sup>1</sup>  
Debtors.

Chapter 11  
Case No. 20-01947-jwb  
Hon. James W. Boyd  
Jointly Administered

**NOTICE OF FIRST APPLICATION OF JAFFE RAITT HEUER & WEISS, P.C. FOR  
COMPENSATION & REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Notice is hereby given that the following professional persons have made application to the United States Bankruptcy Court for the Western District of Michigan for allowance and payment of fees and expenses incurred for the period from June 25, 2020 through October 31, 2020, as listed below:

Professional (name and address):	Jaffe Raitt Heuer & Weiss, P.C. 27777 Franklin, Suite 2500 Southfield, MI 48034
Fees requested:	\$117,864.29
Expenses requested:	\$482.32
Fees previously allowed by Court:	N/A

PLEASE NOTE: The application is available for public review at the Clerk's Office, One Division North, Grand Rapids, Michigan, Monday through Friday, from 8:00 a.m. – 4:00 p.m. No hearing will be set before the Court unless a written objection to this application is timely filed with the Clerk of the Bankruptcy Court. If you have any objection, you have 21 days from the date of service of this notice in which to file such written objection. If an objection is filed, a subsequent notice will be sent to you of the date, time and location of the hearing on the objection.

<sup>1</sup> The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden's Restaurant Saloon)(4255).

Dated: December 2, 2020.

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,<sup>2</sup>

Debtors.

Chapter 11  
Case No. 20-01947-jwb  
Hon. James W. Boyd  
Jointly Administered

**FIRST APPLICATION OF JAFFE RAITT HEUER & WEISS, P.C.  
FOR COMPENSATION & REIMBURSEMENT OF EXPENSES AS  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Jaffe Raitt Heuer & Weiss, P.C. (“Jaffe”), counsel to the Official Committee of Unsecured Creditors of Barfly Ventures, LLC (the “Committee”) appointed in the above-captioned chapter 11 cases, submits this first application (the “Fee Application”) for compensation for services rendered and reimbursement of expenses incurred as counsel to the Committee from June 25, 2020 through October 31, 2020 (the “Application Period”), pursuant to section 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rule 2016-2 and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Doc. No. 113] (the “Compensation Order”).<sup>3</sup> In support of this Fee Application, Jaffe states:

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<sup>2</sup> The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

<sup>3</sup> The Bankruptcy Code is set forth in 11 U.S.C. §§ 101 *et seq.* Specific sections of the Bankruptcy Code are identified herein as “section \_\_\_\_.” Similarly, specific rules from the Federal Rules of Bankruptcy Procedure are identified herein as “Bankruptcy Rule \_\_\_\_” and specific rules from the Local Bankruptcy Rules of the United States Bankruptcy Court for the Western District of Michigan are identified herein as “Local Bankruptcy Rule \_\_\_\_.”

### **Jurisdiction & Venue**

1. The Court has jurisdiction over this matter under 28 U.S.C. § 1334 and 28 U.S.C. § 157(a). This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper in this District under 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested in this Fee Application are sections 330, 331 and 503(b)(2), Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-2.

### **Background**

2. On June 3, 2020, Barfly Ventures, LLC and its affiliates (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage their remaining assets and financial affairs as debtors in possession.

3. The Office of the United States Trustee appointed the Committee on June 23, 2020 [Doc. No. 85].

4. The Court entered an order approving Jaffe’s employment as counsel for the Committee, retroactive to June 25, 2020, on August 10, 2020 [Doc. No. 232] (the “Employment Order”).

5. The Court entered the Compensation Order on June 30, 2020. The Compensation Order authorizes professionals retained in these cases, including Jaffe, to file with the Court and serve monthly statements of fees and expenses on parties identified in the Compensation Order. If no timely objections were filed, the Debtors were authorized to pay each professional 80% of the fees and 100% of the expenses requested in each monthly statement.

### **Request for Compensation**

6. In connection with professional services rendered to the Committee in these cases during the Application Period, Jaffe seeks allowance of an administrative expense pursuant to section 503(b)(2) in the amount of \$118,346.61, which consists of compensation in the amount of

\$117,864.29 and reimbursement of expenses incurred in the amount of \$482.32. Additionally, to the extent not previously paid under the Compensation Order, Jaffe seeks prompt payment of such administrative expense.

7. As provided by the Compensation Order, Jaffe served monthly statements for interim compensation and expense reimbursement for the months of June 2020, July 2020, August 2020, September 2020 and October 2020 (each, a “Monthly Statement” and collectively, the “Monthly Statements”) during the Application Period. The amounts sought under each Monthly Statement are summarized as follows:

Monthly Period	Fees	Expenses	Total Fees & Expenses	Fees & Expenses Paid Per Compensation Order	Outstanding Balance
June 2020	\$25,050.00	\$0.00	\$25,050.00	\$20,040.00	\$5,010.00
July 2020	\$29,336.29	\$16.29	\$29,352.58	\$29,336.29	\$16.29
August 2020	\$17,235.00	\$0.00	\$17,235.00	\$13,788.00	\$3,447.00
September 2020	\$31,705.00	\$318.76	\$32,023.76	\$25,682.76	\$6,341.00
October 2020	\$14,538.00	\$147.27	\$14,685.27	\$11,777.67	\$2,907.60
<b>Total:</b>	<b>\$117,864.29</b>	<b>\$482.32</b>	<b>\$118,346.61</b>	<b>\$100,624.72</b>	<b>\$17,721.89</b>

The fees and expenses for October 2020 (\$11,777.67) that are payable under the Compensation Order have not yet been paid, but Jaffe understands that such amounts will be paid in the coming days.

8. Attached to this Application as **Exhibits A-E**, in the form of the Monthly Statements, are detailed statements of fees and expenses incurred during the Application Period. The time described in the Monthly Statements attached to this Application represents the actual amount of time spent or, in certain instances, less than the actual amount of time spent by Jaffe attorneys and paralegals who rendered the services described. Certain time reflected in the Monthly Statements has been either reduced or “no-charged” by Jaffe to reduce the burden on the estates related to multiparty conferences or to other services deemed in hindsight to warrant adjustment.

9. No objections to the Monthly Statements were filed, and under the Compensation Order, Jaffe was entitled to, and received, payment of \$100,624.72 from the Debtors for fees and expenses incurred during the Application Period.

10. Jaffe's hourly rates of compensation for attorneys and paraprofessionals during the Application Period ranged from \$235.00 to \$495.00. These rates are comparable to, or lower than, rates charged by other practitioners having the same level of experience, expertise, and standing for similar services. Jaffe consistently and consciously made every reasonable effort to represent the Committee in the most economical, efficient, and practical manner possible.

11. Jaffe professionals expended significant effort during the Application Period to ensure the successful administration of these chapter 11 cases. On behalf of the Committee, Jaffe undertook an investigation of the Debtors' business operations, addressed various issues related to the paycheck protection program loan obtained by the Debtors, investigated certain claims and causes of action belonging to the Debtors' estate, helped to ensure a fair and fulsome sale process aimed at maximizing the value of the Debtors' assets for the benefit of creditors, negotiated a resolution of certain objections to the sale of the Debtors' assets to their pre-petition lenders, and addressed various other issues consistent with their duties as counsel for the Committee. Accordingly, the time spent and expenses incurred during the Application Period were necessary and appropriate under the circumstances.

12. The services rendered by Jaffe during the Application Period are grouped into various categories, and the attorneys and paraprofessionals who rendered those services are identified—along with the number of hours spent by each individual and the total compensation sought for each category—in the attachments to this Fee Application. Brief descriptions of the services rendered by Jaffe during the Application Period, by category, follow:

***A. Asset Analysis***

Jaffe spent 63.8 hours analyzing and litigating issues related to the paycheck protection loan obtained by the Debtors' prior to the petition date and the ability of the Debtors' to use such funds to operate their business post-petition. This matter code also captures certain time spent analyzing potential causes of action belonging to the Debtors' estates, and the scope of directors' and officers' insurance coverage for such causes of action.

***B. Asset Disposition***

Jaffe spent 100.5 hours analyzing the Debtors' proposed sale strategy in these cases, reviewing, revising and objecting to the Debtors' proposed sale procedures, consulting with the Debtors and their professionals regarding the status of the Debtors' marketing and sale efforts, preparing an objection to the sale of substantially all of the Debtors' assets to their prepetition lenders pursuant to a credit bid, participating in mediation with the Honorable John T. Gregg to resolve such objections, documenting the resolution of such objections, and facilitating the closing of the sale transaction.

***C. Case Administration***

Jaffe spent 36.1 hours related to the administration of the chapter 11 cases during the Application Period. This category includes communicating with other estate professionals regarding the status of the chapter 11 cases and strategy, evaluating and investigating the Debtors' operations and requesting related information, reviewing and addressing first day and other motions filed in the bankruptcy cases, analyzing insider and affiliate bankruptcy filings and related claims/strategy, evaluating conversion/liquidating plan alternatives, and evaluating various options for generating a distribution to general unsecured creditors.

***D. Claims***

Jaffe spent 7.3 hours during the Application Period reviewing the Debtors' schedules of assets and liabilities, reviewing and revising the Debtors' bar date motion and reviewing claims filed in these chapter 11 cases and considering objections thereto.

***E. Committee Communications***

Jaffe spent 30.3 hours participating in meetings and communications with the Committee, as well as addressing specific governance matters for the Committee, during the Application Period. This category includes regular (usually weekly) conference calls with the Committee members and professionals to discuss the status of the chapter 11 cases and strategy.

***F. Employment Applications***

Jaffe spent 46 hours during the Application Period related to preparing and transmitting the employment applications of Jaffe, Sugar Felsenthal Grais & Helsinger and Amherst Consulting.

***G. Employment Objections***

Jaffe spent 6.3 hours during the Application Period analyzing and addressing concerns with respect to employment applications filed by professionals engaged by the Debtors in the chapter 11 cases.

***H. Executory Contracts***

Jaffe spent 5.3 hours during the Application Period addressing issues related to the assumption, rejection and/or assignment of executory contracts and unexpired leases in the chapter 11 cases, including reviewing related motions and orders.



***I. Fee Applications/Objections***

Jaffe spent 17.9 hours during the Application Period preparing, reviewing and transmitting Jaffe's monthly fee statements and reviewing fee statements submitted by other estate professionals in these chapter 11 cases.

***J. Financing***

Jaffe spent .9 hours analyzing issues related to the proposed exit financing purportedly obtained by the purchase of the Debtors' assets.

13. Jaffe submits that the compensation sought under this Fee Application represents a fair and reasonable amount for the services rendered during the Application Period, given the criteria set forth in section 330 for evaluating applications for compensation, namely:

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

14. Detailed itemizations of all expenses incurred during the Application Period are set forth in **Exhibits A-D** attached to this Fee Application. Expenses during the Application Period were incurred in the following categories:

***A. Photocopying***

As set forth in the Monthly Statements, Jaffe incurred copying and printing charges totaling \$3.90 during the Application Period. Jaffe charges clients \$0.10 per copy.

***B. PACER and CM/ECF Charges***

As set forth in the Monthly Statements, Jaffe incurred charges for use of the Court's PACER and CM/ECF system in the amount of \$128.20 during the Application Period.

***C. Westlaw Charges***

As set forth in the Monthly Statements, Jaffe incurred Westlaw charges related to legal research totaling \$310.67 during the Application Period.

***D. Conference Call Charges***

As set forth in the Monthly Statements, Jaffe incurred conference call charges totaling \$17.95 during the Application Period.

***E. Transcript Fees***

As set forth in the Monthly Statements, Jaffe incurred a fee of \$21.60 on September 2, 2020 related to the purchase of a transcript of a hearing addressing the use of paycheck protection program proceeds in the chapter 11 cases.

15. All expenses incurred by Jaffe in connection with its representation of the Committee were ordinary and necessary expenses. All expenses billed to the estates were billed in the same manner Jaffe bills its non-bankruptcy clients. Jaffe does not bill its clients or seek compensation in this Fee Application for certain overhead expenses, such as local and long-distance telephone calls, secretarial services and facsimile transmissions. Such expenses are factored into Jaffe's hourly rates.

16. This Fee Application is Jaffe's first request for allowance of fees and expenses as an administrative expense for services performed as counsel to the Committee. Under this Fee Application, Jaffe seeks an order (a) allowing and approving compensation to Jaffe of \$117,864.29 for professional services rendered, and reimbursement of \$482.32 for actual and necessary expenses incurred by Jaffe during the Application Period; and (b) authorizing payment to Jaffe for amounts approved under the Fee Application to the extent not already paid by the Debtors under the Compensation Order.

17. The Committee professionals did not receive a retainer in these chapter 11 cases. To date, Jaffe has been paid a total of \$100,624.72 by the Debtors for its postpetition fees and expenses incurred in these chapter 11 cases during the Application Period pursuant to the Compensation Order. Such amount has not been shared, and no agreement or understanding exists between Jaffe and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these chapter 11 cases. Presuming this Fee Application is approved in its entirety, the outstanding amount owed to Jaffe for unpaid fees and expenses during the Application Period will be \$17,721.89.

18. In compliance with Bankruptcy Rule 2002(a)(6), Local Bankruptcy Rule 2016-2(c), and the Compensation Order, Jaffe will provide notice of this Fee Application through the Court's ECF system to: (a) counsel for the Debtors; (b) the Office of the United States Trustee for the Western District of Michigan; and (c) parties who have filed a notice of appearance with the Clerk of the Court and requested notice of filings in these cases. Additionally, Jaffe will provide notice of this Fee Application, by electronic mail, to: (i) BarFly Ventures, LLC, c/o Mark A. Sellers, III, 35 Oakes Street, SW, Suite 400, Grand Rapids, Michigan 49503, email: mark@barflyventures.com; (ii) Pachulski Stang Ziehl & Jones LLP (Attn. John Lucas), 150

California Street, 15th Floor San Francisco, California 94111-4500, email: jlucas@pszjlaw.com; (iii) Warner Norcross + Judd LLP, 1500 Warner Building, 150 Ottawa Avenue, NW, Grand Rapids, Michigan 49503 (Attn. Elisabeth M. Von Eitzen), email: evoneitzen@wnj.com; (iv) the Office of the United States Trustee, 125 Ottawa Street, Suite 200R, Grand Rapids, Michigan 49503 (Attn. Michael Maggio), email: michael.v.maggio@usdoj.gov; (v) Rayman & Knight, 141 E Michigan Ave # 301, Kalamazoo, Michigan 49007 (Attn: Steve Rayman), email: slr@raymanknight.com; and (vi) Paul Hastings LLP, 71 South Wacker Drive, Suite 4500, Chicago, Illinois 60606 (Attn: Nathan S. Gimpel), email: nathangimpel@paulhastings.com. Jaffe submits that, in light of the nature of the relief requested, no other or further notice need be provided.

**WHEREFORE**, Jaffe respectfully requests that this Court enter an order substantially in the form attached as **Exhibit F** to this Fee Application:

- (a) Allowing and approving an administrative expense in the amount of \$118,346.61, consisting of \$117,864.29 for professional services rendered and \$482.32 for actual and necessary expenses incurred by Jaffe during the Application Period as the Committee's counsel;
- (b) Authorizing payment to Jaffe of \$17,721.89; reflecting the amounts approved under this Fee Application that were not previously paid pursuant to the Compensation Order; and
- (c) Providing Jaffe with any additional relief as may be appropriate under the circumstances.

Respectfully submitted by,

Dated: December 2, 2020

**JAFFE RAIT HEUER & WEISS, P.C.**

By:     /s/ Paul R. Hage      
Paul R. Hage (P70460)  
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Southfield, MI 48034  
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-and-

**SUGAR FELSENTHAL GRAIS &  
HELSINGER, LLP**

Michael A. Brandess  
30 N. LaSalle Street, Suite 3000  
Chicago, IL 60602  
(312) 704-9400  
[mbrandess@sfgf.com](mailto:mbrandess@sfgf.com)

*Counsel for the Official Committee of Unsecured  
Creditors of Barfly Ventures, LLC*

**Exhibit A**  
**(June Monthly Fee Statement)**



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PHONE 248.351.3000 • FAX 248.351.3082  
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Official Committee of Unsecured Creditors of BaJuly 14, 2020  
c/o Gordon Food Service, Inc.  
Sharon Murphy - Director of Credit  
1300 Gezon Parkway SW  
Wyoming, MI 49509-9300

Invoice No. 462981

FOR LEGAL SERVICES RENDERED THROUGH JUNE 30, 2020  
AS ITEMIZED ON THE ATTACHED REPORT:

ASSET ANALYSIS

Total Fees	\$5,197.50
Total Costs	\$0.00
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Subtotal	\$5,197.50

CASE ADMINISTRATION

Total Fees	\$7,615.00
Total Costs	\$0.00
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Subtotal	\$7,615.00

COMMITTEE COMMUNICATIONS

Total Fees	\$3,955.50
Total Costs	\$0.00
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Subtotal	\$3,955.50

EMPLOYMENT APPLICATIONS

Total Fees	\$6,558.50
Total Costs	\$0.00
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Subtotal	\$6,558.50

EMPLOYMENT OBJECTIONS

Total Fees	\$1,723.50
Total Costs	\$0.00
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Subtotal	\$1,723.50

BAREFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jul 14, 2020 PAGE 2  
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TOTAL FEES THIS INVOICE	\$	25,050.00
TOTAL AMOUNT DUE	\$	<u>25,050.00</u>

FED. TAX I.D. 38-1915036 TERMS: NET 30 DAYS

{J1}



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Official Committee of Unsecured Creditors of Barfly Ventures  
ASSET ANALYSIS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
06/26/20	JGM	REVIEW AND CONSIDER RESERVATION OF RIGHTS FILED BY FIRST BANK (.30); ADDRESS AND CONSIDER EMAIL FROM MICHAEL BRANDESS ABOUT SAME (.20).	.50	247.50
06/28/20	JGM	ADDRESS AND CONSIDER LIMITATIONS AND ALLOWABLE USES OF PPP FUNDS IN BANKRUPTCY.	1.00	495.00
06/28/20	PRH	REVIEW RESERVATION OF RIGHTS FILED BY FSB AND ANALYSIS RE PPP LOAN ISSUE (.2). CONFERENCE CALL WITH E. NOVETSKY AND J. MILLER RE SAME (.5).	.70	283.50
06/28/20	EDN	CALL WITH MR. HAGE AND MS. MILLER RE PPP LOAN FUND USE (0.6); RSCH RE SAME (1.5); DRAFT SUMMARY EMAIL RE FINDINGS (0.3)	2.40	828.00
06/29/20	JGM	CAL WITH COMMITTEE PROFESSIONALS TO ADDRESS PPP ISSUES AND HOW TO PROCEED (1.0), EMAIL TO MARK MELICKIAN REGARDING PPP RESEARCH AND ANALYSIS OF ISSUES (.30), ADDRESS HOW TO PROCEED WITH ANALYSIS OF ISSUES (.30).	1.60	792.00
06/29/20	PRH	RESEARCH AND ANALYSIS OF PPP LOAN ISSUES (1.5). CONFERENCE CALL WITH SUGAR FELSENTHAL RE PPP STRATEGY (1.1). DISCUSS SAME WITH E. NOVETSKY (.7). RELATED CORRESPONDENCE WITH SUGAR FELSENTHAL TEAM (.4).	3.70	1498.50
06/29/20	EDN	CALL WITH MR. HAGE RE PPP LOAN ISSUES (0.4); REVIEW OF PPP LOAN RESEARCH (0.2); EMAILS RE CONF CALL (0.1)	.70	241.50

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06/30/20 JGM ADDRESS PPP LOAN DOCUMENTS, APPLICATION AND CERTIFICATIONS MADE BY THE DEBTORS IN CONNECTION THEREWITH.	.30	148.50
06/30/20 PRH REVIEW DOCUMENTS RELATED TO PPP LOAN (.6); RELATED CORRESPONDENCE WITH M. BRANDESS (.1).	.70	283.50
06/30/20 EDN CONFER WITH LEAD COUNSEL RE PPP LOAN ISSUES, STATUTES AND REGULATIONS (0.9); REVIEW OF PPP LOAN DOCS (0.2)	1.10	379.50

TOTAL HOURS	12.70	FOR SERVICES RENDERED	\$	5197.50
				-----
MATTER TOTAL			\$	5197.50

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEES
JUDITH G. MILLER	495.00	3.40	1683.00
PAUL R. HAGE	405.00	5.10	2065.50
ERIC D. NOVETSKY	345.00	4.20	1449.00
TOTALS		12.70	5197.50

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Official Committee of Unsecured Creditors of Barfly Ventures  
CASE ADMINISTRATION  
\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
06/24/20	PRH	REVIEW ALL FILINGS ON DOCKET IN BARFLY VENTURES BANKRUPTCY CASES.	2.40	972.00
06/25/20	JGM	ADDRESS PREPARATION OF APPEARANCES FOR ALL COUNSEL FOR THE COMMITTEE (.30), REVIEW AND REVISE SAME (.30), TRANSMIT APPEARANCES TO MICHAEL BRANDESS ALONG WITH EXPLANATION OF ACTION TO BE TAKEN (.30).	.90	445.50
06/25/20	JGM	REVIEW VARIOUS FIRST DAY ORDERS ENTERED BY THE COURT AND PROPOSED REVISIONS THERETO.	.70	346.50
06/25/20	JGM	PARTICIPATE IN CONFERENCE CALL WITH LISA VANDESTEEG, MICHAEL BRANDESS AND PAUL HAGE ABOUT STATUS OF CASE, POSITION OF DEBTOR, POSITION OF LENDERS, VARIOUS ISSUES RELATED TO CASE, RETENTION APPLICATION, NOTICES OF APPEARANCE, AGENDA FOR COMMITTEE CALL, INVESTMENT BANKER APPLICATION, TIMING TO OBJECT THERETO AND RELATED ISSUE.	1.00	495.00
06/25/20	PRH	MULTIPLE STRATEGY CALLS WITH M. BRANDESS AND E. VANDESTEEG (1.0). CORRESPONDENCE WITH SUGAR FELSENTAL TEAM RE ACTION ITEMS (.8).	1.80	729.00
06/25/20	PRH	REVIEW AND PROVIDE PROPOSED EDITS TO BUSINESS OPERATIONS PROPOSED ORDERS AND RELATED CORRESPONDENCE WITH SUGAR FELSENTAL TEAM.	1.60	648.00
06/25/20	PRH	CALL TO CHAMBERS RE APPEARANCE VIA ZOOM AT 6/29 HEARING AND REVIEW ZOOM PROCEDURES IN CONNECTION THEREIN.	.30	121.50

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06/25/20 PRH REVIEW DRAFTS OF APPEARANCES AND RELATED CORRESPONDENCE.	.20	81.00
06/25/20 PRH REVIEW PITCH MATERIALS FROM PROSPECTIVE FINANCIAL ADVISORS.	.40	162.00
06/25/20 MEC COMMUNICATIONS W/ J. MILLER RE NEW CASE INFORMATION AND ASSIGNMENTS (.3). COMMUNICATIONS W/ PRIMARY COUNSEL, SUGAR FELSENTHAL (.3); REVIEW DOCKET AND OBTAIN COPY OF MOTION FOR INTERIM FEE PROCEDURES (.2); REVIEW COPY OF PROPOSED PROCEDURES ORDER (.2); REVISIONS TO APPEARANCES (.6). INSTRUCTIONS FOR FILING SAME. BEGIN DRAFT OF MOTION FOR ADMISSION PRO HAC VICE RE ELIZABETH VANDESTEEG (.6); BEGIN DRAFT OF MOTION TO EMPLOY JAFFE (.8). ADDRESS CONFLICT CHECKLIST AND COMMUNICATIONS WITH ACCOUNTING RE SAME (.2). PREPARE LIST OF MATTER CODES TO BE OPENED (.1).	3.00	705.00
06/26/20 JGM ADDRESS PREPARATION AND FILING OF NOTICES OF APPEARANCE IN AFFILIATED CASES.	.30	148.50
06/26/20 JGM ADDRESS FINALIZING AND FILING OF MOTION TO ADMIT LISA VANDESTEEG PRO HAC VICE.	.30	148.50
06/26/20 JGM REVIEW AND ADDRESS PROPOSED ORDERS ON FIRST DAY MOTIONS AND REVISIONS NEEDED THERETO.	1.00	495.00
06/26/20 MEC FOLLOW UP TELEPHONE CALL FOR INFORMATION RE PRO HAC VICE MOTION FOR E. VANDESTEEG	2.50	587.50
06/29/20 JGM REVIEW EMAIL FROM MICHAEL MAGGIO AND ADDRESS WITH CO-COUNSEL (.10), ADDRESS AND SCHEDULE CALL WITH MICHAEL AND CO-COUNSEL (.10), CONFERENCE CALL WITH MICHAEL MAGGIO, MICHAEL BRANDESS, LISA VANDESEEG AND PAUL HAGE TO ADDRESS STATUS OF CASE AND TO DISCUSS VARIOUS ISSUES ATTENDANT THERETO (.50), EXCHANGE EMAILS WITH MICHAEL MAGGIO AFTER THE CALL (.20).	.90	445.50

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06/29/20 PRH PREPARE FOR AND ATTEND ZOOM HEARING RE BUSINESS OPERATIONS MOTIONS (1.0). FOLLOW UP CALL WITH E. VANDESTEEG RE SAME (.2).	1.20	486.00
06/30/20 JGM ADDRESS DOCKETING KEY DATES AND DIRECT MS. CHAPMAN TO PREPARE AND DOCKET SAME.	.30	148.50
06/30/20 JGM ADDRESS NOTICES GENERATED FROM CLERK OF THE COURT AS RELATES TO FILING NOTICES OF APPEARANCES IN AFFILIATED CASES.	.20	99.00
06/30/20 JGM ADDRESS ENTRY OF ORDERS ON BUSINESS OPERATIONS ORDER, INTERIM COMPENSATIONS AND OTHER FIRST DAY ORDERS.	.30	148.50
06/30/20 PRH REVIEW BUSINESS OPERATIONS ORDERS ENTERED BY COURT.	.30	121.50
06/30/20 PRH REVIEW NOTICE RE FILED DOCUMENT FILED BY CLERK'S OFFICE RELATED TO APPEARANCES IN JOINTLY ADMINISTERED CASES (.1). REVIEW LOCAL RULE AND FOLLOW UP CORRESPONDENCE WITH CO-COUNSEL (.1).	.20	81.00

TOTAL HOURS	19.80	FOR SERVICES RENDERED	\$	7615.00
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MATTER TOTAL	\$	7615.00
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\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEEs
JUDITH G. MILLER	495.00	5.90	2920.50
PAUL R. HAGE	405.00	8.40	3402.00
MAUREEN E. CHAPMAN	235.00	5.50	1292.50
TOTALS		19.80	7615.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jul 14, 2020 PAGE 8  
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Official Committee of Unsecured Creditors of Barfly Ventures  
COMMITTEE COMMUNICATIONS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
06/24/20	JGM	MEETING WITH COMMITTEE TO ADDRESS STATUS, ACTION TO BE TAKEN AND SCHEDULING FOLLOW UP CALLS.	.70	346.50
06/24/20	PRH	ATTEND INITIAL COMMITTEE CALL (.5). RELATED CORRESPONDENCE WITH COMMITTEE MEMBERS AND COUNSEL (.2).	.70	283.50
06/25/20	JGM	REVIEW AGENDA FOR CREDITORS COMMITTEE MEETING (.20), ATTEND CREDITORS COMMITTEE MEETING (.50).	.70	346.50
06/25/20	JGM	REVIEW FINANCIAL CONSULTANT PACKAGES IN PREPARATION FOR COMMITTEE CALL.	.30	148.50
06/25/20	PRH	PREPARE FOR AND ATTEND COMMITTEE CONFERENCE CALL.	.70	283.50
06/26/20	JGM	PREPARE FOR COMMITTEE CALL AND REVIEW AGENDA AND MEMOS IN CONNECTION THEREWITH (1.0), PARTICIPATE IN COMMITTEE CALL AND INTERVIEWS OF FINANCIAL ADVISORS (1.0).	2.00	990.00
06/26/20	PRH	REVIEW DRAFT COMMITTEE BYLAWS AND RELATED CORRESPONDENCE WITH COMMITTEE.	.30	121.50
06/26/20	PRH	ATTEND CREDITORS' COMMITTEE CONFERENCE CALL.	1.00	405.00
06/27/20	JGM	REVIEW EMAILS ABOUT SELECTION OF FINANCIAL ADVISOR FOR THE COMMITTEE.	.30	148.50

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06/28/20 PRH CORRESPONDENCE RE RETENTION OF FINANCIAL ADVISOR FOR COMMITTEE.	.20	81.00
06/29/20 JGM REVIEW AGENDA AND RELATED MATERIALS IN PREPARATION OF COMMITTEE CALL AND PARTICIPATE IN COMMITTEE CALL.	.80	396.00
06/29/20 PRH PREPARE FOR AND ATTEND COMMITTEE CONFERENCE CALL.	.80	324.00
06/29/20 PRH CORRESPONDENCE WITH R. GIUNTA RE NEED TO UPDATE COMMITTEE MEMBER NOTICE ADDRESS.	.20	81.00

TOTAL HOURS	8.70	FOR SERVICES RENDERED	\$	3955.50
				-----
MATTER TOTAL			\$	3955.50

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEES
JUDITH G. MILLER	495.00	4.80	2376.00
PAUL R. HAGE	405.00	3.90	1579.50
TOTALS		8.70	3955.50

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Official Committee of Unsecured Creditors of Barfly Ventures  
EMPLOYMENT APPLICATIONS  
\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
06/25/20	JGM	DIRECT MS. CHAPMAN REGARDING RUNNING CONFLICT CHECKS, PREPARATION OF RETENTION APPLICATIONS AND APPLICATION TO ADMIT LISA VANDESTEER PRO HAC VICE, AND DISCLOSURE OF CONNECTIONS (MULTIPLE EMAILS AND MULTIPLE CALLS).	1.20	594.00
06/25/20	JGM	ADDRESS EMAIL FROM MICHAEL BRANDESS ABOUT PRO HAC VICE ADMISSION MOTION FOR LISA VANDESTEER (.20), PREPARATION OF PRO HAC VICE MOTION AND PROPOSED ORDER (1.0), ADDRESS FINALIZING PLEADINGS WITH MAUREEN CHAPMAN (.20).	1.40	693.00
06/26/20	PRH	ATTENTION TO PRO HAC FOR L. VANDESTEER AND OTHER RETENTION RELATED ISSUES.	1.00	405.00
06/29/20	JGM	ADDRESS PREPARATION OF RETENTION APPLICATIONS WITH MS. CHAPMAN (.20), PREPARATION OF ENGAGEMENT LETTER FOR COMMITTEE (1.0), FOLLOW UP CALL WITH MS. CHAPMAN ABOUT RETENTION APPLICATIONS (.30), ADDRESS RETENTION APPLICATION WITH MICHAEL BRANDESS (.20), ADDRESS RETENTION APPLICATIONS WITH SHELDON STONE (.20), FOLLOW UP EMAIL TO SHELDON STONE ABOUT SAME (.20), REVIEW EMAIL FROM MS. CHAPMAN TO SUGAR FELSETHAL ABOUT RUNNING CONFLICTS AND ECF REGISTRATION FOR LISA (.20), REVIEW REVISIONS TO ENGAGEMENT LETTER (.20).	2.50	1237.50
06/29/20	PRH	REVIEW DRAFT ENGAGEMENT LETTER AND RETENTION APPLICATION (1.1). RELATED CORRESPONDENCE WITH J. MILLER AND M. CHAPMAN (2).	1.30	526.50



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06/29/20 MEC	PREPARE DRAFT OF APPLICATION TO EMPLOY JAFFE, DECLARATION OF DISINTERESTEDNESS AND PROPOSED ORDER FOR EMPLOYMENT (2.5). COMPILING CREDITOR LISTS FOR 24 CASES AND INSTRUCTIONS TO COMBINE AND CONVERT TO EXCEL (1.0). COMMUNICATIONS W/ J. MILLER RE CONFLICT CHECK PROCESS (.2) PREPARE COMMUNICATION TO E. VANDESTEEG AND M. B. RE CONFLICT CHECKS STILL NEEDED (.2)	3.90	916.50
06/30/20 JGM	ADDRESS ENGAGEMENT LETTER AND PROVIDE COMMENTS TO MR. HAGE (.30), ADDRESS RETENTION APPLICATIONS AND PROVIDE COMMENTS TO MR. HAGE (.50) REVIEW INTERIM FEE APPLICATION ORDER (.20), ADDRESS STATUS OF RETAINER AND EMAILS IN CONNECTION THEREWITH (.20).	1.20	594.00
06/30/20 PRH	ATTENTION TO PROFESSIONAL RETENTION APPLICATIONS AND ENGAGEMENT LETTER (1.5). PHONE CALL WITH R. GIUNTA REGARDING REQUEST FOR CONSOLIDATED CREDITOR MATRIX (.2). REVIEW LIST AND RELATED CORRESPONDENCE WITH M. CHAPMAN (.2).	1.90	769.50
06/30/20 MEC	COMPILE CONFLICT CHECK LIST (.8). PREPARE EMAIL COMMUNICATION TO S.STONE RE AMHERST PARTNERS RETENTION ON BEHALF OF THE COMMITTEE AND INCLUDE LIST FOR INITIAL CONFLICT CHECK (.4). TELEPHONE CALL W/ N BAILEY OF SFGH REGARDING RETENTION APPLICATION PROCEDURES AND DECLARATIONS (.3). COMMUNICATIONS W/ P. HAGE RE RETENTION APPLICATION AND CONSOLIDATED LIST OF CREDITORS (.4). RECEIPT AND REVIEW ORDER RE INTERIM PROCEDURES COMPENSATION (.3) ATTENTION TO CONFLICT CHECK LIST RECEIVED FROM DEBTORS' COUNSEL TO CONVERT FOR SEARCHING (1.3).	3.50	822.50

TOTAL HOURS	17.90	FOR SERVICES RENDERED	\$	6558.50
				-----
		MATTER TOTAL	\$	6558.50

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*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEES
JUDITH G. MILLER	495.00	6.30	3118.50
PAUL R. HAGE	405.00	4.20	1701.00
MAUREEN E. CHAPMAN	235.00	7.40	1739.00
TOTALS		17.90	6558.50

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Official Committee of Unsecured Creditors of Barfly Ventures  
EMPLOYMENT OBJECTIONS  
\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
06/25/20	JGM	REVIEW AND CONSIDER EMAIL FROM PAUL HAGE REGARDING POTENTIAL OBJECTIONS TO THE RETENTION OF MASTODON AS INVESTMENT BANKER AND PROVIDE ADDITIONAL COMMENTS ON SAME TO PAUL HAGE.	.30	148.50
06/25/20	PRH	REVIEW MASTODON RETENTION APPLICATION/ENGAGEMENT LETTER (.6). PREPARE E-MAIL MEMORANDUM TO M. BRANDESS HIGHLIGHTING POTENTIAL ISSUES (1.7).	2.30	931.50
06/26/20	JGM	REVIEW AND CONSIDER MEMO ON ANALYSIS OF ISSUES IN MASTODON RETENTION APPLICATION.	.40	198.00
06/26/20	PRH	ATTENTION TO MASTODON RETENTION ISSUES AND RELATED CORRESPONDENCE WITH L. VANDESTEEG AND M. BRANDESS.	.80	324.00
06/29/20	PRH	CORRESPONDENCE WITH COMMITTEE PROFESSIONALS RE MASTODON ISSUES.	.30	121.50
TOTAL HOURS		4.10	FOR SERVICES RENDERED	\$ 1723.50
				-----
MATTER TOTAL			\$	1723.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Jul 14, 2020 PAGE 14  
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*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
JUDITH G. MILLER	495.00	.70	346.50
PAUL R. HAGE	405.00	3.40	1377.00
TOTALS		4.10	1723.50

**Exhibit B**  
**(July Monthly Fee Statement)**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-01947-jwb

(Jointly Administered)

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**MONTHLY FEE STATEMENT OF JAFFE RAITT HEUER & WEISS, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR JULY 2020**

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Name of Applicant:	Jaffe Raitt Heuer & Weiss, P.C.
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	July 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$36,650.00 80% = \$29,320.00 20% = \$7,330.00
Amount of expense reimbursement sought:	\$16.29
Total interim request:	<b>\$29,336.29</b>

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<sup>1</sup> The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

Respectfully submitted by,

**JAFFE RAIT HEUER & WEISS, P.C.**

By: /s/ Paul R. Hage  
Paul R. Hage (P70460)  
27777 Franklin Road, Suite 2500  
Southfield, MI 48034  
Phone: (248) 351-3000  
[phage@jaffelaw.com](mailto:phage@jaffelaw.com)

-and-

**SUGAR FELSENTHAL GRAIS &  
HELSINGER, LLP**

Michael A. Brandess  
Elizabeth Vandesteeg  
30 N. LaSalle Street, Suite 3000  
Chicago, IL 60602  
Phone: (312) 704-9400  
[mbrandess@sfgh.com](mailto:mbrandess@sfgh.com)  
[evandesteeg@sfgh.com](mailto:evandesteeg@sfgh.com)

*Counsel for the Committee*

Dated: August 14, 2020.



27777 FRANKLIN ROAD, SUITE 2500 • P.O. BOX 5034 • SOUTHFIELD, MICHIGAN 48086-5034  
PHONE 248.351.3000 • FAX 248.351.3082  
www.jaffelaw.com

Official Committee of Unsecured Creditors of BaAugust 11, 2020  
c/o Gordon Food Service, Inc.  
Sharon Murphy - Director of Credit  
1300 Gezon Parkway SW  
Wyoming, MI 49509-9300

Invoice No. 464376

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FOR LEGAL SERVICES RENDERED THROUGH JULY 31, 2020  
AS ITEMIZED ON THE ATTACHED REPORT:

ASSET ANALYSIS

Total Fees	\$5,730.00
Total Costs	\$0.00
	-----
Subtotal	\$5,730.00

ASSET DISPOSITION

Total Fees	\$8,914.50
Total Costs	\$0.00
	-----
Subtotal	\$8,914.50

CASE ADMINISTRATION

Total Fees	\$1,515.00
Total Costs	\$0.00
	-----
Subtotal	\$1,515.00

CLAIMS

Total Fees	\$2,713.50
Total Costs	\$0.00
	-----
Subtotal	\$2,713.50

COMMITTEE COMMUNICATIONS

Total Fees	\$4,207.50
Total Costs	\$0.00
	-----
Subtotal	\$4,207.50



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## DISBURSEMENTS

Total Fees	\$0.00
Total Costs	\$16.29
	-----
Subtotal	\$16.29

## EMPLOYMENT APPLICATIONS

Total Fees	\$9,407.00
Total Costs	\$0.00
	-----
Subtotal	\$9,407.00

## EMPLOYMENT OBJECTIONS

Total Fees	\$702.00
Total Costs	\$0.00
	-----
Subtotal	\$702.00

## EXECUTORY CONTRACTS

Total Fees	\$162.00
Total Costs	\$0.00
	-----
Subtotal	\$162.00

## FEE APPLICATIONS / OBJECTIONS

Total Fees	\$3,298.50
Total Costs	\$0.00
	-----
Subtotal	\$3,298.50

TOTAL FEES THIS INVOICE	\$	36,650.00
TOTAL COSTS THIS INVOICE	\$	16.29
TOTAL AMOUNT DUE	\$	<u>36,666.29</u>

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FED. TAX I.D. 38-1915036 TERMS: NET 30 DAYS

{J1}

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Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET ANALYSIS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
07/02/20	JGM	ADDRESS AND CONSIDER EMAILS ON TREATMENT TO BE ACCORDED TO PPP PROCEEDS.	.30	148.50
07/02/20	PRH	REVIEW ARTICLE RE PPP LOANS AND RELATED CORRESPONDENCE.	.50	202.50
07/16/20	PRH	REVIEW PPP MEMORANDUM AND RELATED CORRESPONDENCE WITH SUGAR FELSENTAL TEAM.	.90	364.50
07/16/20	EDN	CALL WITH COMMITTEE PROFESSIONALS RE PPP LOAN ISSUES	.30	103.50
07/17/20	PRH	PHONE CALL WITH M. BRANDESS REGARDING INFORMATION LEARNED AT 341 MEETING (.2). REVIEW 341 MEETING NOTES (.1). REVIEW INNOVO STIPULATION AND RELATED CORRESPONDENCE WITH COMMITTEE PROFESSIONALS (.2).	.50	202.50
07/20/20	PRH	REVIEW MEMORANDUM RE PPP ANALYSIS (.5). RELATED CORRESPONDENCE WITH SFGH TEAM (.2).	.70	283.50
07/20/20	EDN	REVIEW OF PPP SUMMARY AND EMAILS RE SAME	.50	172.50
07/23/20	PRH	REVIEW TRANSCRIPTS FROM TOOJAYS CASE RE PPP DISCUSSION (.9). RELATED CORRESPONDENCE WITH E. VANDESTEEG AND M. BRANDESS (.1).	1.00	405.00
07/24/20	PRH	CONFERENCE CALL WITH M. BRANDESS AND E. VANDESTEEG RE PPP ISSUE STRATEGY (.4). CONFERENCE CALL RE PPP STRATEGY WITH J. LUCAS (.8). MULTIPLE FOLLOW UP CALLS AND CORRESPONDENCE WITH J. LUCAS, M BRANDESS AND E. VANDESTEEG (1.1)	2.30	931.50

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07/27/20 PRH REVIEW U.S. RUGBY FILINGS AND TRANSCRIPT AND CORRESPONDENCE RE PPP ANALYSIS (.8). CORRESPONDENCE RE PPP STRATEGY WITH CO-COUNSEL (.1). CONFERENCE CALL WITH COMMITTEE PROFESSIONALS RE PPP STRATEGY (.9).	1.80	729.00
07/28/20 PRH CORRESPONDENCE WITH CO-COUNSEL RE PPP STRATEGY (.2). E-MAIL TO COURT REGARDING VIRTUAL ATTENDANCE AT HEARING ON SAME (.1). ATTEND CONFERENCE CALL WITH J. LUCAS, M. BRANDESS AND E. VANDESTEEL REGARDING PPP STRATEGY (.8). PHONE CALL WITH E. VONEITZEN RE LOCAL RULE GOVERNING BRIEFING (.2). RESEARCH RE CONSTRUCTIVE TRUST LAW IN SIXTH CIRCUIT (.3).	1.60	648.00
07/29/20 PRH ATTENTION TO BRIEF IN RESPONSE TO FSB RESERVATION OF RIGHTS RE PPP ISSUES (3.0). PHONE CALL RE SAME WITH M. BRANDESS (.2).	3.20	1296.00
07/31/20 PRH REVIEW REVISED BRIEF RE PPP ISSUE (.4). RELATED CORRESPONDENCE (.2).	.60	243.00

TOTAL HOURS	14.20	FOR SERVICES RENDERED	\$	5730.00
				-----
MATTER TOTAL			\$	5730.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEES
JUDITH G. MILLER	495.00	.30	148.50
PAUL R. HAGE	405.00	13.10	5305.50
ERIC D. NOVETSKY	345.00	.80	276.00
TOTALS		14.20	5730.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN    Aug 11, 2020    PAGE    6  
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Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET DISPOSITION

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
07/01/20	PRH	REVIEW DRAFT OF SALE PROCEDURES MOTION.	1.20	486.00
07/02/20	JGM	REVIEW RULES REGARDING NOTICING OF SALES AND ADVISE MICHEAL BRANDESS OF SAME.	.30	148.50
07/03/20	JGM	ADDRESS EMAIL FROM MICHAEL BRANDESS ABOUT STATUS OF BIDDING PROCEDURES AND SALE MOTION AND ACTION TO BE TAKEN BY DEBTORS.	.30	148.50
07/05/20	PRH	REVIEW REVISED DRAFT BID PROCEDURES (.3). RELATED CORRESPONDENCE WITH M. BRANDESS (.1).	.40	162.00
07/09/20	PRH	REVIEW SALE PROCEDURES MOTION AND RELATED FILINGS.	.50	202.50
07/10/20	JGM	REVIEW, ADDRESS AND CONSIDER EMAILS ON SALE AND MASTODON RETENTION.	.30	148.50
07/12/20	PRH	REVIEW SALE PROCEDURES MOTION, ASSET PURCHASE AGREEMENT AND PROPOSED SALE ORDER (3.5). PREPARE E-MAIL OF ISSUES TO COMMITTEE PROFESSIONALS (.6).	4.10	1660.50
07/13/20	JGM	REVIEW AND CONSIDER INTERNAL EMAILS IN CONNECTION WITH PROPOSED APA AND ADDRESS SAME WITH MR. HAGE.	.50	247.50
7/13/20	PRH	CORRESPONDENCE WITH M. BRANDESS REGARDING SALE OBJECTIONS (.2). CORRESPONDENCE WITH COURT REGARDING APPEARANCE AT HEARING RE ZOOM (.1).	.30	121.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 7  
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07/14/20 PRH	PREPARE STIPULATION AND ORDER EXTENDING DEADLINE TO RESPOND TO SALE MOTION (.8). RELATED CORRESPONDENCE WITH CO-COUNSEL AND COUNSEL FOR DEBTORS (.2). PHONE CALL WITH M. BRANDESS RE SALE OBJECTION STRATEGY (.2).	1.20	486.00
07/15/20 PRH	CORRESPONDENCE WITH DEBTORS COUNSEL AND M. BRANDESS RE STIPULATION TO EXTEND DEADLINE FOR COMMITTEE TO RESPOND TO SALE PROCEDURES MOTION (.4). FINALIZE AND FILE SAME (.2). PHONE CALL WITH M. BRANDESS REGARDING SALE RELATED NEGOTIATIONS WITH SECURED CREDITORS (.2).	.80	324.00
07/16/20 PRH	REVIEW FSB RESERVATION OF RIGHTS RE SALE (.2). CORRESPONDENCE WITH CO-COUNSEL RE SALE ISSUES (.1). REVIEW DRAFT OF COMMITTEE RESERVATION OF RIGHTS (.1).	.40	162.00
07/17/20 JGM	REVIEW AND ADDRESS RESERVATION OF RIGHTS AND EMAILS IN CONNECTION THEREWITH.	1.00	495.00
07/17/20 JGM	PARTICIPATE IN CONFERENCE CALL WITH PROFESSIONAL TEAM ABOUT THE RESERVATION OF RIGHTS AND OTHER ISSUES ASSOCIATED WITH SALE PROCESS.	.50	247.50
07/17/20 PRH	REVIEW DRAFT RESERVATION OF RIGHTS AND PREPARE REDLINE WITH PROPOSED EDITS (1.5). REVIEW AND INCORPORATE EDITS RE RESERVATION OF RIGHTS FROM OTHER COMMITTEE PROFESSIONALS (.3). REVIEW MARK-UP OF COMMITTEE APPROVED APA (1.3). DISCUSS SALE ISSUES WITH M. BRANDESS (.5). ATTEND TO SERVICE OF SAME (.1).	3.70	1498.50
07/18/20 PRH	REVIEW UST OBJECTION TO SALE MOTION (.2) AND AMENDED PROPOSED BID PROCEDURES ORDER (.2).	.40	162.00
07/19/20 PRH	CORRESPONDENCE WITH M. BRANDESS AND E. VANDESTEEG REGARDING HEARING ON SALE PROCEDURES MOTION.	.20	81.00

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07/20/20 PRH CONFERENCE CALL WITH E. VANDESTEEG IN PREPARATION FOR SALE PROCEDURES HEARING (.4). ATTEND SALE PROCEDURES HEARING (.9). FOLLOW UP CALL WITH E. VANDESTEEG AND M. BRANDESS (.5). REVIEW REVISED APA AND SALE PROCEDURES ORDER DRAFTS (.7). PHONE CALL FROM R. WARDROPP RE INTEREST IN ACQUIRING ASSETS (.3).	2.80	1134.00
07/21/20 PRH CORRESPONDENCE WITH M. BRANDESS AND R. WARDROPP RE LANDLORD GROUP REPORTEDLY INTERESTED IN ACQUIRING ASSETS (.4). CORRESPONDENCE WITH ESTATE PROFESSIONALS RE SALE PROCEDURES ORDER (.1). REVIEW MASTODON CIM (.4).	.90	364.50
07/22/20 PRH REVIEW ENTERED SALE PROCEDURES ORDER AND CALENDAR ASSOCIATED DEADLINES.	.40	162.00
07/24/20 PRH ATTEND CALL WITH INVESTMENT BANKER RE STATUS OF SALE PROCESS (.5). FOLLOW UP DISCUSSION WITH M. BRANDESS (.1).	.60	243.00
07/28/20 JGM REVIEW EMAILS FROM SHELDON STONE AND MICHAEL BRANDESS ABOUT DATA ROOM AND SALE.	.30	148.50
07/29/20 PRH PHONE CALL WITH M. BRANDESS RE STATUS OF SALE PROCESS, DISCUSSION WITH SECURED LENDERS.	.20	81.00
 TOTAL HOURS	21.30	
FOR SERVICES RENDERED	\$	8914.50
		-----
MATTER TOTAL	\$	8914.50

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*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
JUDITH G. MILLER	495.00	3.20	1584.00
PAUL R. HAGE	405.00	18.10	7330.50
TOTALS		21.30	8914.50



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Official Committee of Unsecured Creditors of Barfly Ventures  
 CASE ADMINISTRATION  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
07/01/20	PRH	CONFERENCE CALL WITH M. BRANDESS RE VARIOUS ISSUES IN CASE (.4). ATTEND TO CALENDAR OF DEADLINES IN CASE (.7). CONSIDER ISSUES RELATED TO NEED FOR LIMITED SERVICE LIST (.4).	1.50	607.50
07/01/20	MEC	REVIEW AND ANALYSIS OF DOCKET AND ENTERED ORDERS ENTERED TO IDENTIFY DEADLINES FOR DOCKETING AND INSTRUCTIONS FOR SAME (1.2).	1.20	282.00
07/08/20	PRH	DISCUSS CLAIMS BAR DATE, SALE AND PLAN RELATED ISSUES WITH M. BRANDESS (.6). REVIEW NOTICE RE 341 MEETING AND RELATED CORRESPONDENCE WITH L. VANDESTEEG (.1).	.70	283.50
07/20/20	PRH	PHONE CALL WITH L. VANDESTEEG REGARDING VARIOUS ISSUES IN CASE.	.30	121.50
07/24/20	JGM	REVIEW EMAIL FROM MICHAEL BRANDESS ABOUT RECENTLY FILED PLEADINGS AND STATUS OF CASE.	.20	99.00
07/24/20	PRH	CORRESPONDENCE WITH COMMITTEE MEMBERS AND PROFESSIONALS RE VARIOUS ISSUES IN CASE.	.30	121.50
TOTAL HOURS		4.20	FOR SERVICES RENDERED	\$ 1515.00
				-----
MATTER TOTAL			\$	1515.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 11  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 464376

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
JUDITH G. MILLER	495.00	.20	99.00
PAUL R. HAGE	405.00	2.80	1134.00
MAUREEN E. CHAPMAN	235.00	1.20	282.00
TOTALS		4.20	1515.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 12  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 464376

Official Committee of Unsecured Creditors of Barfly Ventures  
 CLAIMS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
07/07/20	PRH	REVIEW PACA CLAIMS ANALYSIS AND RELATED CORRESPONDENCE WITH COMMITTEE PROFESSIONALS.	.20	81.00
07/10/20	PRH	REVIEW SCHEDULES AND SOFAS FILED BY DEBTORS.	1.30	526.50
07/15/20	PRH	CORRESPONDENCE TO DEBTORS' COUNSEL RE STATUS OF BAR DATE MOTION.	.10	40.50
07/16/20	PRH	CORRESPONDENCE WITH CO-COUNSEL AND COUNSEL FOR DEBTORS RE BAR DATE MOTION.	.30	121.50
07/19/20	PRH	ATTENTION TO DRAFT BAR DATE MOTION AND RELATED EXHIBITS (3.8). RELATED CORRESPONDENCE WITH M. BRANDESS AND E. VANDESTEEG (.1).	3.90	1579.50
07/20/20	PRH	CORRESPONDENCE WITH M. BRANDESS AND R. GIUNTA REGARDING BAR DATE RELATED FILINGS.	.40	162.00
07/23/20	PRH	REVIEW FILED CLAIMS BAR DATE MOTION.	.40	162.00
07/28/20	PRH	REVIEW AMENDED SCHEDULES FOR HOPCAT DETROIT.	.10	40.50
TOTAL HOURS		6.70	FOR SERVICES RENDERED	\$ 2713.50
				-----
MATTER TOTAL			\$	2713.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 13  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 464376

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	6.70	2713.50
TOTALS		6.70	2713.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 14  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 464376

Official Committee of Unsecured Creditors of Barfly Ventures  
 COMMITTEE COMMUNICATIONS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
07/01/20	PRH	CORRESPONDENCE WITH COMMITTEE AND PROFESSIONALS REGARDING STATUS OF CASE (.3). REVIEW AGENDA FOR COMMITTEE CALL (.1).	.40	162.00
07/02/20	JGM	REVIEW AGENDA IN PREPARATION FOR THE COMMITTEE CALL (.20), PARTICIPATE IN THE COMMITTEE MEETING (.50).	.70	346.50
07/02/20	PRH	ATTEND COMMITTEE CONFERENCE CALL.	.50	202.50
07/06/20	PRH	CORRESPONDENCE TO COMMITTEE MEMBERS RE PROFESSIONAL FEE APPLICATIONS.	.50	202.50
07/07/20	PRH	CORRESPONDENCE WITH COMMITTEE MEMBERS RE RETENTION APPLICATIONS, MASTODON ISSUES.	.80	324.00
07/08/20	PRH	CORRESPONDENCE RE COMMITTEE CONFERENCE CALL.	.10	40.50
07/09/20	PRH	REVIEW CORRESPONDENCE TO COMMITTEE MEMBERS (.1). ATTEND COMMITTEE CALL (.7).	.80	324.00
07/10/20	PRH	REVIEW CORRESPONDENCE WITH COMMITTEE MEMBERS REGARDING DEBTORS' SCHEDULES AND SOFAS.	.20	81.00
07/13/20	PRH	REVIEW CORRESPONDENCE WITH COMMITTEE MEMBERS REGARDING OBJECTIONS TO APA, SALE PROCESS.	.50	202.50
07/14/20	PRH	REVIEW CORRESPONDENCE TO COMMITTEE MEMBERS IN ADVANCE OF WEEKLY CALL (.1). ATTEND WEEKLY COMMITTEE CALL (.5).	.60	243.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 15  
 CLIENT NUMBER: UCCBAR  
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07/15/20 PRH CORRESPONDENCE WITH COMMITTEE MEMBERS RE VARIOUS MATTERS.	.20	81.00
07/16/20 PRH ATTEND CONFERENCE CALL WITH COMMITTEE PROFESSIONALS REGARDING STRATEGY (.6). CORRESPONDENCE WITH COMMITTEE MEMBERS RE CASE STRATEGY (.2).	.80	324.00
07/17/20 PRH ATTEND CONFERENCE CALL WITH COMMITTEE PROFESSIONALS RE VARIOUS OPEN ISSUES.	.40	162.00
07/18/20 PRH CORRESPONDENCE WITH COMMITTEE MEMBERS RE STATUS OF CASE.	.10	40.50
07/21/20 JGM REVIEW AGENDA AND EMAILS IN PREPARATION FOR COMMITTEE MEETING (.50), ATTEND COMMITTEE MEETING (1.0).	1.50	742.50
07/21/20 PRH REVIEW AGENDA FOR COMMITTEE CALL AND RELATED CORRESPONDENCE (.2). ATTEND COMMITTEE CONFERENCE CALL (.7).	.90	364.50
07/22/20 PRH CORRESPONDENCE WITH COMMITTEE MEMBERS RE STATUS OF CASE.	.10	40.50
07/28/20 PRH REVIEW AGENDA AND RELATED DOCUMENTS IN PREPARATION FOR COMMITTEE CALL (.2). ATTEND CALL (.6).	.80	324.00

TOTAL HOURS	9.90	FOR SERVICES RENDERED	\$	4207.50
				-----
		MATTER TOTAL	\$	4207.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 16  
CLIENT NUMBER: UCCBAR  
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*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
JUDITH G. MILLER	495.00	2.20	1089.00
PAUL R. HAGE	405.00	7.70	3118.50
TOTALS		9.90	4207.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 17  
CLIENT NUMBER: UCCBAR  
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Official Committee of Unsecured Creditors of Barfly Ventures  
DISBURSEMENTS  
\*\*OPEN FOR COST ONLY\*\*

\*\*\*\*\* DISBURSEMENTS \*\*\*\*\*

TELEPHONE CHARGES CC	11.14
06/30/20 PACER CHARGES NET CHARGES	4.40
07/01/20 COPY EXPENSE # 2	0.75
 TOTAL DISBURSEMENTS.....\$	 16.29
	-----
 MATTER TOTAL	 \$ 16.29



BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 18  
 CLIENT NUMBER: UCCBAR  
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Official Committee of Unsecured Creditors of Barfly Ventures  
 EMPLOYMENT APPLICATIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
07/01/20	JGM	ADDRESS ENGAGEMENT LETTER AND RETENTION APPLICATIONS AND REVISIONS THERETO TO ADDRESS REQUEST FOR A RETAINER (.40), ADDRESS AND CONSIDER THE MANNER IN WHICH THE RETAINER WILL BE HELD AND APPLIED (.30), ADDRESS LOCAL RULE 2014 GOVERNING FILING AND SERVICE OF RETENTION APPLICATIONS AND TIME TO OBJECT THERETO (.20), REVIEW AND RESPOND TO EMAILS FROM MICHAEL BRANDESS ABOUT SAME (.30).	1.20	594.00
07/01/20	PRH	VARIOUS CORRESPONDENCE WITH JAFFE AND SUGAR FELSENTAL TEAM RE RETENTION AND RETENTION APPLICATION ISSUES (1.1). REVIEW CONSOLIDATED CREDITOR MATRIX (.1). REVISE AND CIRCULATE ENGAGEMENT LETTER (.3). DISCUSS RETAINER ISSUES WITH J. MILLER (.2).	1.70	688.50
07/01/20	MEC	PREPARE DRAFT OF APPLICATION TO RETAIN AMHERST PARTNERS AND PROPOSED ORDER FOR SAME.	2.30	540.50
07/01/20	MEC	PREPARE DRAFT OF APPLICATION FOR EMPLOYMENT OF SUGAR FELSENTAL GRAIS & HELSINGER AND PROPOSED ORDER FOR SAME.	2.30	540.50
07/01/20	MEC	RECEIPT, REVIEW AND RESPOND TO MULTIPLE EMAIL MESSAGES W/ J. MILLER AND P. HAGE REGARDING EMPLOYMENT APPLICATIONS (.6) REVIEW OF PROPOSED ENGAGEMENT LETTER AND REVISIONS TO DRAFT OF PROPOSED ORDER (.4). REVISIONS TO DRAFT OF JAFFE'S EMPLOYMENT APPLICATION (.8). REVISIONS TO JAFFE'S DECLARATION (.6).	2.40	564.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 19  
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07/02/20 JGM	ADDRESS EMAILS REGARDING FINALIZING EMPLOYMENT APPLICATIONS AND RETENTION LETTER.	.30	148.50
07/02/20 PRH	ATTENTION TO RETENTION APPLICATIONS (1.6). RELATED CORRESPONDENCE WITH COMMITTEE PROFESSIONALS (.2).	1.80	729.00
07/02/20 MEC	PREPARE DRAFT OF DECLARATION RE AMHERST PARTNERS (.8). PREPARE DRAFT OF DECLARATION RE SFGH (.8). COMMUNICATIONS W/ P. HAGE RE SERVICE ISSUES AND CONFLICT CHECKS (.4). FINALIZE EXHIBIT TO JAFFE DECLARATION (.8)	2.80	658.00
07/03/20 JGM	ADDRESS EMAILS ABOUT REVISIONS NEEDED TO ENGAGEMENT LETTERS AND FINALIZING SAME FOR FILING.	.30	148.50
07/04/20 PRH	ATTEND TO EDITS TO ENGAGEMENT LETTER, RETENTION APPLICATIONS.	.30	121.50
07/06/20 JGM	ADDRESS EMAIL FROM LISA VANDESTEEG ABOUT FINALIZING AND FILING RETENTION APPLICATIONS (.10), FOLLOW UP CALL WITH LISA ABOUT SAME (.20), CONFIRMATORY EMAIL TO LISA ABOUT ACTION TO BE TAKEN (.20), ADDRESS STATUS OF CONFLICT CHECK WITH SHELDON STONE (.10), REVIEW TIME FOR PREPARATION OF MONTHLY FEE STATEMENT (.30).	.90	445.50
07/06/20 PRH	CORRESPONDENCE WITH J. MILLER AND SUGAR FELSENTAL RE RETENTION APPLICATION ISSUES (.2). REVISE RETENTION DOCUMENTS (.6). REVIEW DEMAND LETTER RE MASTODON RETENTION AND RELATED CORRESPONDENCE WITH COMMITTEE AND PROFESSIONALS (.7).	1.50	607.50
07/07/20 PRH	FINALIZE RETENTION APPLICATIONS FOR COMMITTEE PROFESSIONALS (1.4). PHONE CALL AND CORRESPONDENCE WITH M. MAGGIO RE SAME (.2). CONSIDER NEED FOR SUPPLEMENTAL DECLARATION RE COMMITTEE CONNECTIONS (.6)	2.20	891.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 20  
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07/08/20 PRH ADDRESS DECLARATION OF DISINTERESTEDNESS ISSUES WITH COMMITTEE PROFESSIONALS (1.1). CORRESPONDENCE WITH M. BRANDESS RE RETAINER ISSUES (.1) AND PHONE CALLS TO M. MAGGIO RE SAME (.3). ATTENTION TO CONFLICT CHECK ISSUES (1.0).	2.50	1012.50
07/09/20 PRH CORRESPONDENCE WITH M. BRANDESS RE SFGH SUPPLEMENTAL DECLARATION AND CONFLICT CHECK (.2). ATTEND TO SUPPLEMENTAL DISCLOSURES (.5).	.70	283.50
07/21/20 PRH ATTEND TO SUPPLEMENTAL DECLARATIONS FOR SFGH, JAFFE AND AMHERST.	2.00	810.00
07/21/20 MEC REVIEW OF SUPPLEMENTAL DECLARATION AND COMMUNICATIONS W/ P. HAGE RE FORMAT AND CONTENT OF SAME.	.30	70.50
07/22/20 JGM REVIEW SUPPLEMENTAL DECLARATIONS.	.30	148.50
07/22/20 PRH CORRESPONDENCE WITH COMMITTEE PROFESSIONALS RE SUPPLEMENTAL DECLARATIONS (.2). FINALIZE SAME (.7). SEND FILED DECLARATIONS TO M. MAGGIO (.1).	1.00	405.00

TOTAL HOURS	26.80	FOR SERVICES RENDERED	\$	9407.00
				-----
		MATTER TOTAL	\$	9407.00

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CLIENT NUMBER: UCCBAR  
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*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEEES
JUDITH G. MILLER	495.00	3.00	1485.00
PAUL R. HAGE	405.00	13.70	5548.50
MAUREEN E. CHAPMAN	235.00	10.10	2373.50
TOTALS		26.80	9407.00

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 CLIENT NUMBER: UCCBAR  
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Official Committee of Unsecured Creditors of Barfly Ventures  
 EMPLOYMENT OBJECTIONS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
07/06/20	JGM	ADDRESS EMAILS FROM SUGAR FELSENTAL AND AMHERST REGARDING ISSUES RELATING TO MASTODON EMPLOYMENT APPLICATION AND OBJECTIONS THERETO (.30), REVIEW FINAL DRAFT LETTER DELINEATING OBJECTIONS TO MASTODON RETENTION AND COMMENTS OF AMHERST THERETO, AND PROVIDE COMMENTS TO MICHAL BRANDRESS (.30).	.60	297.00
07/08/20	PRH	PHONE CALL WITH M. MAGGIO (.4) AND M. BRANDESS (.4) RE MASTODON RETENTION ISSUES.	.80	324.00
07/21/20	PRH	REVIEW RESERVATION OF RIGHTS FIELD BY FSB REGARDING COMMITTEE PROFESSIONAL RETENTION APPLICATIONS (.1). RELATED CORRESPONDENCE WITH COMMITTEE PROFESSIONALS (.1).	.20	81.00
TOTAL HOURS		1.60	FOR SERVICES RENDERED	\$ 702.00
				-----
MATTER TOTAL			\$	702.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 23  
CLIENT NUMBER: UCCBAR  
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*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
JUDITH G. MILLER	495.00	.60	297.00
PAUL R. HAGE	405.00	1.00	405.00
TOTALS		1.60	702.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 24  
 CLIENT NUMBER: UCCBAR  
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Official Committee of Unsecured Creditors of Barfly Ventures  
 EXECUTORY CONTRACTS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
07/24/20	PRH	REVIEW DEBTORS' NOTICE RE EXECUTORY CONTRACTS AND LEASES AND MOTION TO REJECT VARIOUS CONTRACTS.	.40	162.00

TOTAL HOURS	0.40	FOR SERVICES RENDERED	\$	162.00
				-----
MATTER TOTAL			\$	162.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.40	162.00
TOTALS		.40	162.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 25  
 CLIENT NUMBER: UCCBAR  
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Official Committee of Unsecured Creditors of Barfly Ventures  
 FEE APPLICATIONS / OBJECTIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
7/08/20	PRH	REVIEW LOCAL RULES AND FORMS TO DETERMINE IF THERE IS A LOCAL FORM TO FOLLOW FOR PREPARATION OF MONTHLY FEE STATEMENTS AND APPLICATIONS (.5). FOLLOW UP CORRESPONDENCE WITH M. BRANDESS (.2).	.70	283.50
7/09/20	PRH	REVIEW TIME ENTRIES FOR PURPOSES OF PREPARATION OF MONTHLY FEE STATEMENT (.4). CORRESPONDENCE WITH CO-COUNSEL REGARDING SAME (.2).	.60	243.00
7/10/20	PRH	CORRESPONDENCE WITH M. BRANDESS REGARDING MONTHLY FEE STATEMENTS.	.20	81.00
7/13/20	JGM	ADDRESS EMAILS IN CONNECTION WITH FILING MONTHLY FEE STATEMENTS.	.20	99.00
7/14/20	PRH	CORRESPONDENCE RE INVOICES FOR MONTHLY FEE STATEMENT.	.30	121.50
7/15/20	PRH	CORRESPONDENCE AND CALL WITH M. BRANDESS RE MONTHLY FEE STATEMENTS.	.30	121.50
7/17/20	PRH	FINALIZE, FILE AND SERVE MONTHLY FEE STATEMENTS (.8). CORRESPONDENCE WITH J. MORDEN AND S. STONE RE NECESSARY REVISIONS TO AMHERST FEE STATEMENTS (.2).	1.00	405.00
7/18/20	PRH	PHONE CALL WITH M. BRANDESS RE INTERIM FEE STATEMENT (.2). FOLLOW UP CORRESPONDENCE WITH J. LUCAS (.1).	.30	121.50



BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Aug 11, 2020 PAGE 26  
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07/20/20 PRH REVIEW CORRESPONDENCE FROM R. GOLD AND J. LUCAS REGARDING RETAINER ISSUE (.1). DISCUSS SAME WITH E. VANDESTEEG AND M. BRANDESS (.2). CORRESPONDENCE WITH S. STONE RE AMHERST FEE STATEMENT (.1). ATTEND TO CONFLICT REVIEW AND SUPPLEMENTAL DECLARATIONS RE RETENTION APPLICATIONS (2.5).	2.90	1174.50
07/23/20 PRH REVIEW FEE STATEMENTS FILED BY DEBTOR PROFESSIONALS AND RELATED CORRESPONDENCE WITH M. BRANDESS.	.30	121.50
07/24/20 PRH REVIEW OBJECTIONS TO FEE STATEMENTS FILED BY FSB (.1). CORRESPONDENCE RE REQUEST FROM COURT TO SCHEDULE HEARING ON SAME (.2). PHONE CALL WITH M. MAGGIO RE RETENTION APPLICATION ISSUES (.6).	.90	364.50
07/27/20 PRH REVIEW AMENDED ROCK CREEK FEE STATEMENT.	.10	40.50
7/29/20 PRH REVIEW FSB OBJECTION TO PROFESSIONAL FEES OF DEBTORS (.2). CORRESPONDENCE WITH COURT RE HEARING ON OBJECTIONS TO COMMITTEE APPLICATIONS (.1).	.30	121.50

TOTAL HOURS	8.10	FOR SERVICES RENDERED	\$	3298.50
				-----
MATTER TOTAL			\$	3298.50

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEES
JUDITH G. MILLER	495.00	.20	99.00
PAUL R. HAGE	405.00	7.90	3199.50
TOTALS		8.10	3298.50

**Exhibit C**  
**(August Monthly Fee Statement)**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-01947-jwb

(Jointly Administered)

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**MONTHLY FEE STATEMENT OF JAFFE RAITT HEUER & WEISS, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR AUGUST 2020**

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Name of Applicant:	Jaffe Raitt Heuer & Weiss, P.C.
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	August 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$17,235.00 80% = \$13,788.00 20% = \$3,447.00
Amount of expense reimbursement sought:	\$0
Total interim request:	<b>\$13,788.00</b>

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<sup>1</sup> The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

Respectfully submitted by,

**JAFFE RAIT HEUER & WEISS, P.C.**

By: /s/ Paul R. Hage  
Paul R. Hage (P70460)  
27777 Franklin Road, Suite 2500  
Southfield, MI 48034  
Phone: (248) 351-3000  
[phage@jaffelaw.com](mailto:phage@jaffelaw.com)

-and-

**SUGAR FELSENTAL GRAIS &  
HELSINGER, LLP**

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[evandesteeg@sfgh.com](mailto:evandesteeg@sfgh.com)

*Counsel to the Official Committee of Unsecured  
Creditors of Barfly Ventures, LLC et al.*

Dated: September 14, 2020.



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PHONE 248.351.3000 • FAX 248.351.3082  
www.jaffelaw.com

Official Committee of Unsecured Creditors of BaSeptember 4, 2020  
c/o Gordon Food Service, Inc.  
Sharon Murphy - Director of Credit  
1300 Gezon Parkway SW  
Wyoming, MI 49509-9300

Invoice No. 465559

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FOR LEGAL SERVICES RENDERED THROUGH AUGUST 31, 2020  
AS ITEMIZED ON THE ATTACHED REPORT:

ASSET ANALYSIS

Total Fees	\$8,041.50
Total Costs	\$0.00
	-----
Subtotal	\$8,041.50

ASSET DISPOSITION

Total Fees	\$1,944.00
Total Costs	\$0.00
	-----
Subtotal	\$1,944.00

CASE ADMINISTRATION

Total Fees	\$1,660.50
Total Costs	\$0.00
	-----
Subtotal	\$1,660.50

CLAIMS

Total Fees	\$40.50
Total Costs	\$0.00
	-----
Subtotal	\$40.50

COMMITTEE COMMUNICATIONS

Total Fees	\$1,539.00
Total Costs	\$0.00
	-----
Subtotal	\$1,539.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Sep 4, 2020 PAGE 2  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 465559

## EMPLOYMENT APPLICATIONS

Total Fees	\$526.50
Total Costs	\$0.00
	-----
Subtotal	\$526.50

## EMPLOYMENT OBJECTIONS

Total Fees	\$243.00
Total Costs	\$0.00
	-----
Subtotal	\$243.00

## EXECUTORY CONTRACTS

Total Fees	\$1,579.50
Total Costs	\$0.00
	-----
Subtotal	\$1,579.50

## FEE APPLICATIONS / OBJECTIONS

Total Fees	\$1,660.50
Total Costs	\$0.00
	-----
Subtotal	\$1,660.50

TOTAL FEES THIS INVOICE	\$	17,235.00
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TOTAL AMOUNT DUE	\$	17,235.00
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FED. TAX I.D. 38-1915036 TERMS: NET 30 DAYS

{J1}

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Sep 4, 2020 PAGE 3  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 465559

Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET ANALYSIS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
08/03/20	PRH	PHONE CALL WITH E. NOVETSKY RE PPP ISSUES AND RELATED CORRESPONDENCE (.4). PHONE CALLS WITH M. BRANDESS REGARDING PPP BRIEF STRATEGY (.6). REVIEW DEBTORS' BRIEF (.5). FINALIZE AND FILE COMMITTEE BRIEF (1.1).	2.60	1053.00
08/03/20	EDN	RSCH RE (0.8) AND REVIEW AND REVISE BRIEF RE PPP PROCEEDS (1.5)	2.30	793.50
08/05/20	PRH	REVIEW FSB BRIEF RE PPP ISSUE (.6). DISCUSS SAME WITH M. BRANDESS (.3). REVIEW AND PROPOSE REVISIONS TO OUTLINE FOR ORAL ARGUMENT (.8). CONFERENCE CALL WITH ESTATE PROFESSIONALS IN PREPARATION FOR HEARING ON PPP ISSUES (.9). CORRESPONDENCE IN PREPARATION FOR HEARING (.2).	2.80	1134.00
08/06/20	PRH	ATTEND HEARING RE PPP PROCEED ISSUE.	2.00	810.00
08/07/20	PRH	ATTEND CONTINUED HEARING RE PPP FUNDS (.8). FOLLOW UP CALLS AND CORRESPONDENCE WITH COMMITTEE PROFESSIONALS (.4). ATTEND CONFERENCE CALL WITH J. LUCAS AND M. BRANDESS TO DISCUSS RULING, STRATEGY (.6).	1.80	729.00
08/10/20	PRH	REVIEW ORDER OVERRULING FSB OBJECTIONS (.1). REVIEW CASELAW DEALING WITH PPP ISSUES (.2).	.30	121.50
08/11/20	PRH	CORRESPONDENCE WITH M. BRANDESS REGARDING PPP STRATEGY.	.30	121.50
08/12/20	PRH	CORRESPONDENCE WITH ESTATE PROFESSIONALS REGARDING PPP STRATEGY.	.10	40.50
08/13/20	PRH	CORRESPONDENCE RE PPP ISSUE.	.10	40.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Sep 4, 2020 PAGE 4  
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08/17/20 PRH REVIEW SELLERS PROMISSORY NOTE (.2).	.60	243.00
CORRESPONDENCE AND CALL WITH COMMITTEE COUNSEL RE SELLERS BANKRUPTCY STRATEGY (.4).		
08/27/20 PRH PHONE CALL WITH M. BRANDESS REGARDING TRO BRIEF (.2). DISCUSS SAME WITH D. WILLIAMS AND LOCATE RELEVANT RESEARCH (.5). PHONE CALL AND CORRESPONDENCE WITH M. CHAPMAN RE OBTAINING HEARING TRANSCRIPT (.3).	1.00	405.00
08/28/20 PRH CORRESPONDENCE WITH M. CHAPMAN RE OBTAINING TRANSCRIPT OF PPP HEARING (.2). REVIEW TRANSCRIPT FROM HEARING (.2). CORRESPONDENCE WITH M. BRANDESS RE BRIEF (.1).	.50	202.50
08/28/20 MEC COMMUNICATIONS W/ P. HAGE RE TRANSCRIPT REQUEST (.3). PREPARE LOCAL FORM FOR TRANSCRIPT REQUEST (.4). TELEPHONE CALLS W/ COURT REPORTER RE TRANSCRIPT REQUEST ON RUSH BASIS (.4). RECEIPT AND REVIEW TRANSCRIPT (.1).	1.20	282.00
08/30/20 PRH RESEARCH REGARDING PPP ISSUES AND RELATED CORRESPONDENCE WITH J. LUCAS AND M. BRANDESS.	1.30	526.50
08/31/20 PRH REVIEW TRO MOTION AND MEMO REGARDING PPP FUNDS (1.6). CONFERENCE CALL WITH COMMITTEE PROFESSIONALS RE STRATEGY (.7). REVIEW REVISED DRAFT OF TRO BRIEF AND RELATED CORRESPONDENCE WITH CO-COUNSEL (.8).	3.10	1255.50
08/31/20 PRH REVIEW SELLERS BANKRUPTCY SCHEDULES AND SOFA AND PREPARE E-MAIL TO COMMITTEE MEMBERS RE SAME.	.70	283.50

TOTAL HOURS	20.70	FOR SERVICES RENDERED	\$	8041.50
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		MATTER TOTAL	\$	8041.50
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*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	17.20	6966.00
ERIC D. NOVETSKY	345.00	2.30	793.50
MAUREEN E. CHAPMAN	235.00	1.20	282.00
TOTALS		20.70	8041.50

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Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET DISPOSITION

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
08/11/20	PRH	CORRESPONDENCE WITH M. BRANDESS RE ADEQUATE ASSURANCE INFORMATION.	.10	40.50
08/14/20	PRH	REVIEW FILED SALE OBJECTION.	.10	40.50
08/18/20	PRH	REVIEW CORRESPONDENCE AND MODELS FROM R. HERSCH RE STATUS OF SALE PROCESS (.2). RELATED CORRESPONDENCE WITH COMMITTEE PROFESSIONALS (.1).	.30	121.50
08/19/20	PRH	REVIEW LANDLORD SALE OBJECTION (.1). CORRESPONDENCE AND CALL WITH M. BRANDESS AND E. VANDESTEEG RE SALE STRATEGY/ISSUES (.4). CONFERENCE CALL WITH MASTODON REGARDING STATUS OF SALE (.5).	1.00	405.00
08/20/20	PRH	REVIEW SALE HEARING NOTICE (.1). CORRESPONDENCE WITH CO-COUNSEL AND THE COURT RE SALE HEARING (.1).	.20	81.00
08/21/20	PRH	REVIEW LENDER ADEQUATE ASSURANCE PACKAGE AND RELATED CORRESPONDENCE WITH COMMITTEE PROFESSIONALS.	.20	81.00
08/24/20	PRH	PHONE CALL WITH H. SHER RE STATUS OF SALE PROCESS (.4). REVIEW AND REVISE DRAFT STIPULATION EXTENDING SALE DEADLINES AND RELATED CORRESPONDENCE WITH E. VON EITZEN (.6). PHONE CALLS WITH M. MAGGIO AND M. BRANDESS RE OBJECTION DEADLINE FOR SALE (.3). VARIOUS CORRESPONDENCE RE SALE ADJOURNMENT STIPULATION AND ORDER (.5).	1.80	729.00

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08/25/20 PRH VARIOUS CORRESPONDENCE RE ADEQUATE ASSURANCE/SALE ISSUES AND STIPULATION (.3). REVIEW FSB SALE OBJECTION AND RELATED CORRESPONDENCE (.2).	.50	202.50
08/26/20 PRH REVIEW FILED STIPULATION AND ORDER ADJOURNING SALE HEARING (.2). REVIEW LANDLORD SALE OBJECTIONS (.3).	.50	202.50
08/27/20 PRH CORRESPONDENCE WITH COMMITTEE PROFESSIONALS RE SALE HEARING, PROCESS.	.10	40.50

TOTAL HOURS	4.80	FOR SERVICES RENDERED	\$	1944.00
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		MATTER TOTAL	\$	1944.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	4.80	1944.00
TOTALS		4.80	1944.00

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Official Committee of Unsecured Creditors of Barfly Ventures  
 CASE ADMINISTRATION

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
08/13/20	PRH	REVIEW MONTHLY OPERATING REPORT FILED BY DEBTORS.	.20	81.00
08/14/20	PRH	REVIEW BANKRUPTCY DOCKET FOR M. SELLERS CHAPTER 11 AND RELATED CORRESPONDENCE WITH COMMITTEE PROFESSIONALS (1.0). PHONE CALL WITH M. BRANDESS RE CASE STRATEGY (.4).	1.40	567.00
08/17/20	PRH	PHONE CALL WITH M. BRANDESS AND J. LUCAS REGARDING VARIOUS ISSUES IN CASE.	.30	121.50
08/17/20	PRH	CONFERENCE CALL WITH M. BRANDESS AND E. VANDESTEEG RE CASE STRATEGY.	.60	243.00
08/18/20	PRH	CORRESPONDENCE WITH M. BRANDESS AND E. VANDESTEEG RE SELLERS BANKRUPTCY (.1). REVIEW DOCKET IN CASE (.2). PREPARE AND FILE APPEARANCES (.3).	.60	243.00
08/19/20	PRH	REVIEW FILINGS IN THE SELLERS BANKRUPTCY CASE (.2). PREPARE E-MAIL TO COMMITTEE MEMBERS RE SAME (.2).	.40	162.00
08/20/20	PRH	REVIEW MOTION TO EXTEND DEADLINE TO FILE SCHEDULES.	.10	40.50
08/21/20	PRH	REVIEW FILINGS IN BANKRUPTCY CASES.	.30	121.50
08/24/20	PRH	CORRESPONDENCE WITH ESTATE PROFESSIONALS RE STATUS OF VARIOUS OPEN MATTERS.	.20	81.00

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TOTAL HOURS	4.10	FOR SERVICES RENDERED	\$	1660.50
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			\$	1660.50
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\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	4.10	1660.50
TOTALS		4.10	1660.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Sep 4, 2020 PAGE 10  
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Official Committee of Unsecured Creditors of Barfly Ventures  
 CLAIMS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
08/13/20	PRH	REVIEW CLAIMS BAR DATE ORDER ENTERED BY COURT AND CALENDAR DEADLINES.	.10	40.50

TOTAL HOURS	0.10	FOR SERVICES RENDERED	\$	40.50
				-----
MATTER TOTAL			\$	40.50

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.10	40.50
TOTALS		.10	40.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Sep 4, 2020 PAGE 11  
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Official Committee of Unsecured Creditors of Barfly Ventures  
 COMMITTEE COMMUNICATIONS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
08/04/20	PRH	REVIEW DRAFT AGENDA AND RELATED CORRESPONDENCE PREPARATION FOR COMMITTEE CALL (.1). ATTEND COMMITTEE CONFERENCE CALL (.5). FOLLOW UP CORRESPONDENCE (.5).	1.10	445.50
08/05/20	PRH	CORRESPONDENCE WITH COMMITTEE MEMBERS RE STATUS OF CASE.	.10	40.50
08/06/20	PRH	CORRESPONDENCE WITH COMMITTEE MEMBERS RE STATUS OF CASE.	.10	40.50
08/07/20	PRH	CORRESPONDENCE WITH COMMITTEE MEMBERS RE PPP RULING.	.10	40.50
08/11/20	PRH	REVIEW AGENDA FOR, AND ATTEND, COMMITTEE CONFERENCE CALL.	.70	283.50
08/13/20	PRH	REVIEW CORRESPONDENCE TO COMMITTEE RE CLAIMS BAR DATE ORDER (.1). CORRESPONDENCE WITH COMMITTEE RE MONTHLY FEE STATEMENTS (.2).	.30	121.50
08/14/20	PRH	CORRESPONDENCE TO COMMITTEE REGARDING SELLERS BANKRUPTCY FILING.	.40	162.00
08/18/20	PRH	CORRESPONDENCE WITH COMMITTEE PROFESSIONALS RE WEEKLY CALL (.1). ATTEND WEEKLY COMMITTEE CALL (.5).	.60	243.00
08/21/20	PRH	REVIEW CORRESPONDENCE TO COMMITTEE RE STATUS OF CASE.	.10	40.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Sep 4, 2020 PAGE 12  
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08/25/20 PRH CORRESPONDENCE WITH M. BRANDESS AND COMMITTEE .20 81.00  
 MEMBERS RE STATUS OF CASE AND ADJOURNING WEEKLY  
 COMMITTEE CALL.

08/26/20 PRH CORRESPONDENCE WITH COMMITTEE MEMBERS RE SALE .10 40.50  
 RELATED ISSUES.

TOTAL HOURS	3.80	FOR SERVICES RENDERED	\$	1539.00
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		MATTER TOTAL	\$	1539.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	3.80	1539.00
TOTALS		3.80	1539.00



BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Sep 4, 2020 PAGE 13  
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Official Committee of Unsecured Creditors of Barfly Ventures  
 EMPLOYMENT APPLICATIONS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
08/05/20	PRH	REVIEW REVISED MASTODON RETENTION ORDER (.2). RELATED CORRESPONDENCE (.1). REVIEW UST OBJECTION TO PROFESSIONAL RETAINERS AND RELATED CORRESPONDENCE (.2).	.50	202.50
08/07/20	PRH	REVISE RETENTION ORDERS AND UPLOAD THEM TO COURT FOR ENTRY.	.60	243.00
08/10/20	PRH	REVIEW ORDERS APPROVING RETENTION OF COMMITTEE PROFESSIONALS (.1). RELATED CORRESPONDENCE WITH COMMITTEE PROFESSIONALS (.1).	.20	81.00
TOTAL HOURS		1.30	FOR SERVICES RENDERED	\$ 526.50
				-----
			MATTER TOTAL	\$ 526.50

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	1.30	526.50
TOTALS		1.30	526.50

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Official Committee of Unsecured Creditors of Barfly Ventures  
 EMPLOYMENT OBJECTIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
08/17/20	PRH	CORRESPONDENCE WITH M. MAGGIO AND M. BRANDESS RE MASTODON RETENTION ORDER.	.20	81.00
08/18/20	PRH	REVIEW REVISED MASTODON RETENTION ORDER (.2).	.20	81.00
08/19/20	PRH	REVIEW DEBTOR PROFESSIONAL MONTHLY FEE STATEMENTS AND RELATED CORRESPONDENCE WITH M. BRANDESS.	.20	81.00

TOTAL HOURS	0.60	FOR SERVICES RENDERED	\$	243.00
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		MATTER TOTAL	\$	243.00
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\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.60	243.00
TOTALS		.60	243.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Sep 4, 2020 PAGE 15  
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Official Committee of Unsecured Creditors of Barfly Ventures  
 EXECUTORY CONTRACTS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
08/04/20	PRH	REVIEW WARDROPP LETTER (.1). RESEARCH ISSUES REGARDING PERFECTION OF SECURITY INTEREST IN LIQUOR LICENSE AND ABILITY TO TRANSFER LICENSE IN SALE (1.7). RELATED CORRESPONDENCE WITH M. BRANDESS (.1).	1.90	769.50
08/04/20	PRH	CORRESPONDENCE WITH M. BRANDESS RE ADEQUATE ASSURANCE PACKAGE FROM LENDERS.	.10	40.50
08/05/20	PRH	REVIEW LANDLORD CURE OBJECTIONS (.3). CORRESPONDENCE WITH CO-COUNSEL RE ADEQUATE ASSURANCE REQUEST (.3).	.60	243.00
08/06/20	PRH	REVIEW FILED CURE OBJECTIONS.	.30	121.50
08/07/20	PRH	REVIEW FILED CURE OBJECTIONS.	.20	81.00
08/12/20	PRH	REVIEW HEARING NOTICES RE CURE OBJECTIONS.	.10	40.50
08/17/20	PRH	REVIEW IONIA PROPERTIES LEASE ASSUMPTION OBJECTION.	.10	40.50
08/19/20	PRH	REVIEW LEASE REJECTION ORDER.	.10	40.50
08/26/20	PRH	REVIEW FILED MOTION TO REJECT LEASES (.1). DISCUSS SAME WITH M. BRANDESS (.2).	.30	121.50
08/31/20	PRH	REVIEW OMNIBUS MOTION TO REJECT LEASES.	.20	81.00
TOTAL HOURS		3.90	FOR SERVICES RENDERED	\$ 1579.50

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MATTER TOTAL \$ 1579.50

\*-----TIME AND FEE SUMMARY-----\*  
\*-----TIMEKEEPER-----\*      RATE      HOURS      FEES  
PAUL R. HAGE      405.00      3.90      1579.50  
TOTALS      3.90      1579.50

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Official Committee of Unsecured Creditors of Barfly Ventures  
 FEE APPLICATIONS / OBJECTIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
08/03/20	PRH	CORRESPONDENCE WITH S. STONE AND J. MORDEN RE AMHERST FEE STATEMENT.	.10	40.50
08/04/20	PRH	REVIEW AMHERST FEE STATEMENT (.1). CORRESPONDENCE AND CALLS WITH M. BRANDESS, S. STONE AND J. MORDEN RE NEED TO BREAK DOWN TIME ENTRIES BY CATEGORY (.8).	.90	364.50
08/06/20	PRH	REVIEW TIME ENTRIES AND ATTEND TO PREPARATION OF MONTHLY FEE STATEMENTS.	.90	364.50
08/10/20	PRH	CORRESPONDENCE WITH M. BRANDESS RE TIMING/STATUS OF JULY FEE STATEMENTS.	.10	40.50
08/11/20	PRH	ATTENTION TO MONTHLY FEE STATEMENTS.	.40	162.00
08/12/20	PRH	CORRESPONDENCE RE NOTICE, FILING OF MONTHLY FEE STATEMENTS. ATTENTION TO FEE STATEMENTS.	.30	121.50
08/13/20	PRH	ATTENTION TO MONTHLY FEE STATEMENTS FOR COMMITTEE PROFESSIONALS.	.90	364.50
08/14/20	PRH	ATTENTION TO FILING AND SERVICE OF MONTHLY FEE STATEMENTS FOR COMMITTEE PROFESSIONALS.	.50	202.50
TOTAL HOURS		4.10	FOR SERVICES RENDERED	\$ 1660.50
				-----
MATTER TOTAL			\$	1660.50

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*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEEES
PAUL R. HAGE	405.00	4.10	1660.50
TOTALS		4.10	1660.50

**Exhibit D**  
**(September Monthly Fee Statement)**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-01947-jwb

(Jointly Administered)

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**MONTHLY FEE STATEMENT OF JAFFE RAITT HEUER & WEISS, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR SEPTEMBER 2020**

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Name of Applicant:	Jaffe Raitt Heuer & Weiss, P.C.
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	September 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$31,705.00 80% = \$25,364.00 20% = \$6,341.00
Amount of expense reimbursement sought:	\$318.76
Total interim request:	<b>\$25,682.76</b>

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<sup>1</sup> The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).



Respectfully submitted by,

**JAFFE RAIT HEUER & WEISS, P.C.**

By:       /s/ Paul R. Hage        
Paul R. Hage (P70460)  
27777 Franklin Road, Suite 2500  
Southfield, MI 48034  
Phone: (248) 351-3000  
[phage@jaffelaw.com](mailto:phage@jaffelaw.com)

-and-

**SUGAR FELSENTAL GRAIS &  
HELSINGER, LLP**

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*Counsel to the Official Committee of Unsecured  
Creditors of Barfly Ventures, LLC et al.*

Dated: October 7, 2020.



27777 FRANKLIN ROAD, SUITE 2500 • P.O. BOX 5034 • SOUTHFIELD, MICHIGAN 48086-5034  
PHONE 248.351.3000 • FAX 248.351.3082  
www.jaffelaw.com

Official Committee of Unsecured Creditors of BaOctober 6, 2020  
c/o Gordon Food Service, Inc.  
Sharon Murphy - Director of Credit  
1300 Gezon Parkway SW  
Wyoming, MI 49509-9300

Invoice No. 467078

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FOR LEGAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2020  
AS ITEMIZED ON THE ATTACHED REPORT:

ASSET ANALYSIS

Total Fees	\$5,866.00
Total Costs	\$0.00
	-----
Subtotal	\$5,866.00

ASSET DISPOSITION

Total Fees	\$19,602.00
Total Costs	\$0.00
	-----
Subtotal	\$19,602.00

CASE ADMINISTRATION

Total Fees	\$1,701.00
Total Costs	\$0.00
	-----
Subtotal	\$1,701.00

CLAIMS

Total Fees	\$162.00
Total Costs	\$0.00
	-----
Subtotal	\$162.00

COMMITTEE COMMUNICATIONS

Total Fees	\$2,592.00
Total Costs	\$0.00
	-----
Subtotal	\$2,592.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 2  
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## DISBURSEMENTS

Total Fees	\$0.00
Total Costs	\$318.76
	-----
Subtotal	\$318.76

## EXECUTORY CONTRACTS

Total Fees	\$243.00
Total Costs	\$0.00
	-----
Subtotal	\$243.00

## FEE APPLICATIONS / OBJECTIONS

Total Fees	\$1,174.50
Total Costs	\$0.00
	-----
Subtotal	\$1,174.50

## FINANCING

Total Fees	\$364.50
Total Costs	\$0.00
	-----
Subtotal	\$364.50

TOTAL FEES THIS INVOICE	\$	31,705.00
TOTAL COSTS THIS INVOICE	\$	318.76
TOTAL AMOUNT DUE	\$	<u>32,023.76</u>

FED. TAX I.D. 38-1915036 TERMS: NET 30 DAYS

{J1}

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 3  
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Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET ANALYSIS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
08/27/20	DWW	PHONE CONFERENCE W/ PAUL HAGE, ATTENTION TO TRO STANDARD.	.40	166.00
09/01/20	PRH	CONFERENCE CALL TO DISCUSS PPP STRATEGY WITH J. LUCAS AND M. BRANDESS (.6). REVIEW DRAFT OF PPP COMPLAINT (.2). CORRESPONDENCE WITH M. BRANDESS AND J. LUCAS (.1).	.90	364.50
09/01/20	PRH	RESEARCH REGARDING PPP ARGUMENT.	1.20	486.00
09/02/20	PRH	REVIEW FILINGS IN SELLERS BANKRUPTCY CASE.	.10	40.50
09/03/20	PRH	CORRESPONDENCE WITH M. BRANDESS RE DERIVATIVE STANDING ISSUE.	.30	121.50
09/09/20	PRH	ATTENTION TO STIPULATION RE DERIVATIVE STANDING FOR COMMITTEE.	1.30	526.50
09/10/20	PRH	FINALIZE DRAFT STIPULATION RE DERIVATIVE STANDING AND RELATED CORRESPONDENCE WITH CO-COUNSEL.	1.30	526.50
09/14/20	PRH	ATTENTION TO EDITS TO STIPULATION RE DERIVATIVE STANDING (.5). RELATED CORRESPONDENCE (.3). PHONE CALL AND CORRESPONDENCE WITH E. VON EITZEN RE SAME (.2).	1.00	405.00
09/15/20	PRH	REVIEW D&O POLICIES (.5). CORRESPONDENCE WITH M. BRANDESS AND M. COOPER RE INSURANCE ISSUES (.1).	.60	243.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 4  
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09/16/20 PRH	CORRESPONDENCE WITH M. COOPER RE D&O POLICY REVIEW (.1). DISCUSS D&O STRATEGY WITH M. BRANDESS (.3). PHONE CALL WITH CHAMBERS RE STATUS OF DERIVATIVE STANDING ORDER (.1). CONFERENCE CALL WITH M. BRANDESS AND E. VANDESTEEG RE STRATEGY (.7).	1.20	486.00
09/17/20 MGC	WORK ON AND REVIEW EXCEPTIONS TO INSURED V. INSURED EXCLUSION IN D&O POLICY.	.50	217.50
09/17/20 PRH	CORRESPONDENCE AND CALLS WITH M. COOPER AND M. BRANDESS RE D&O INSURANCE COVERAGE ISSUES (.9). REVIEW POLICIES (.8). RESEARCH RE BREACH OF FIDUCIARY DUTY CONSTITUTES A TORT CLAIM IN MICHIGAN (.2).	1.90	769.50
09/18/20 MGC	PREPARE FOR AND CALL WITH CO-COUNSEL DISCUSSING D&O INSURANCE ISSUES.	.50	217.50
09/18/20 PRH	ATTEND CONFERENCE CALL TO DISCUSS D&O STRATEGY.	.50	202.50
09/21/20 PRH	CORRESPONDENCE WITH M. COOPER AND M. BRANDESS RE D&O INSURANCE ISSUES.	.60	243.00
09/22/20 PRH	CORRESPONDENCE RE D&O COVERAGE ISSUES.	.30	121.50
09/24/20 PRH	ATTEND TO DRAFT SELLERS PROOF OF CLAIM ADDENDUM (1.1). RELATED CORRESPONDENCE (.1). CORRESPONDENCE RE INSURANCE ISSUES (.3).	1.50	607.50
09/28/20 PRH	REVIEW FINAL DRAFT OF PROOF OF CLAIM AND RELATED CORRESPONDENCE WITH M. BRANDESS.	.10	40.50
09/29/20 PRH	REVIEW FILINGS IN SELLERS CHAPTER 11 CASE.	.20	81.00

TOTAL HOURS	14.40	FOR SERVICES RENDERED	\$	5866.00
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			\$	5866.00
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BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 5  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 467078

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
MARK G COOPER	435.00	1.00	435.00
DAVID W WILLIAMS	415.00	.40	166.00
PAUL R. HAGE	405.00	13.00	5265.00
TOTALS		14.40	5866.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 6  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 467078

Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET DISPOSITION

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
09/09/20	PRH	E-MAIL CORRESPONDENCE WITH ESTATE PROFESSIONALS RE STATUS OF SALE PROCESS (.2). ATTEND CONFERENCE CALL WITH COUNSEL FOR SECURED CREDITORS RE STATUS OF SALE PROCESS (.5). FOLLOW UP CALL WITH M. BRANDESS (.4). FOLLOW UP CORRESPONDENCE WITH M, BRANDESS AND E. VANDESTEEG (.3).	1.40	567.00
09/10/20	PRH	VARIOUS CORRESPONDENCE WITH M. BRANDESS AND E. VANDESTEEG RE SALE OBJECTION ISSUES. (1.1). ATTEND CONFERENCE CALL WITH DEBTOR PROFESSIONALS AND INVESTMENT BANKER RE SALE PROCESS (.7). FOLLOW UP CALL WITH M. BRANDESS AND S. STONE (.2). REVIEW FILED SALE OBJECTION (.1). PHONE CALL WITH M. BRANDESS RE POTENTIAL RESOLUTINO OF SALE OBJECTION (.3).	2.40	972.00
09/11/20	PRH	CORRESPONDENCE REGARDING ADJOURNMENT OF SALE AND RELATED DEADLINES (.3). REVIEW STIPULATION AND ORDER AND RELATED CORRESPONDENCE (.2).	.50	202.50
09/14/20	PRH	VARIOUS CORRESPONDENCE WITH ESTATE PROFESSIONALS RE SALE ISSUES (.4). REVIEW FILED STIPULATION AND ORDER RE SALE DEADLINES AND RELATED CORRESPONDENCE (.2).	.60	243.00
09/15/20	PRH	ATTEND STATUS CONFERENCE WITH COURT (.5). FOLLOW UP CALLS WITH M. MAGGIO AND M. BRANDESS (.3). CORRESPONDENCE RE WIND-DOWN BUDGETING (.2).	1.00	405.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 7  
 CLIENT NUMBER: UCCBAR  
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09/16/20 PRH REVIEW NOTICE RE CANCELLATION OF AUCTION (.1).	.20	81.00
CORRESPONDENCE RE SALE WITH M. BRANDESS AND M. MAGGIO (.1).		
09/17/20 PRH CORRESPONDENCE WITH M. BRANDESS RE SALE ISSUES, STRUCTURED DISMISSAL.	.30	121.50
09/18/20 PRH ATTEND CALL WITH ESTATE PROFESSIONALS REGARDING WIND-DOWN BUDGET, CAPITALIZATION OF POST-SALE BUSINESS (.6). FOLLOW UP CALL WITH M. BRANDESS AND AND E. VANDESTEEG (.3).	.90	364.50
09/21/20 PRH CONSIDER ARGUMENTS RE SALE OBJECTION AND RELATED CORRESPONDENCE WITH CO-COUNSEL (.6). CONFERENCE CALL WITH M. BRANDESS AND E. VANDESTEEG RE OBJECTION STRATEGY (.4).	1.00	405.00
09/22/20 PRH ATTENTION TO EDITS TO SALE OBJECTION (2.8). PHONE CALL WITH M. BRANDESS AND E. VANDESTEEG RE OBJECTION (.4). CORRESPONDENCE TO COURT RE ATTENDANCE AT SALE HEARING (.1). PHONE CALL WITH M. BRANDESS RE OBJECTION STRATEGY (.2).	3.50	1417.50
09/23/20 PRH ATTEND TO SALE OBJECTION (3.9). PHONE CALLS AND CORRESPONDENCE WITH M. BRANDESS AND E. VANDESTEEG RE SAME (1.3). FINALIZE, FILE AND SERVE SALE OBJECTION (.6). REVIEW SALE OBJECTION FILED BY UST (.3). PHONE CALL WITH M. BRANDESS RE DISCUSSION WITH J. LUCAS, ORAL ARGUMENT (.3).	6.40	2592.00
09/24/20 PRH CORRESPONDENCE WITH CO-COUNSEL RE SALE HEARING (.4). PHONE CALL WITH M. MAGGIO RE SALE HEARING (.3). PHONE CALLS WITH M. BRANDESS, E. VANDESTEEG AND J. LUCAS RE STATUS OF SALE (.7). REVIEW SALE RELATED DECLARATIONS (.2). REVIEW OUTLINE AND SUPPORTING DOCUMENTS FOR ORAL ARGUMENT (.2). REVIEW LENDER REPLY BRIEF (.5). CONFERENCE CALL TO DISCUSS HEARING STRATEGY WITH M. BRANDESS AND E. VANDESTEEG (1.0).	3.30	1336.50



BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 8  
 CLIENT NUMBER: UCCBAR  
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09/25/20 PRH	PREPARATIONS FOR SALE HEARING (3.0). ATTEND SALE HEARING (2.5), ATTEND MEDIATION (6.1). ATTEND FOLLOW UP WITH COURT RE MEDIATION (.3). FOLLOW UP CALLS AND CORRESPONDENCE WITH COMMITTEE PROFESSIONALS (.4).	12.30	4981.50
09/26/20 PRH	CONFERENCE CALL WITH COMMITTEE PROFESSIONALS TO DISCUSS SALE LITIGATION STRATEGY (1.2). CORRESPONDENCE AND CALL WITH M. BRANDESS REGARDING SETTLEMENT DISCUSSIONS (.5).	1.70	688.50
09/27/20 PRH	REVIEW AND REVISE DRAFT TERM SHEET (.5). RESEARCH AND CORRESPONDENCE RE UST FEE ISSUE (.4). PHONE CALLS AND CORRESPONDENCE WITH M. BRANDESS, E. VANDESTEEG AND M. MAGGIO REGARDING SALE OBJECTION ISSUES (.9). ATTEND CONFERENCE CALL WITH COMMITTEE PROFESSIONALS RE NEGOTIATION STRATEGY (1.0).	2.80	1134.00
09/28/20 PRH	CORRESPONDENCE AND CALLS WITH CO-COUNSEL RE SETTLEMENT OFFER (.4). PHONE CALLS WITH MEDIATOR, M. BRANDESS AND E. VANDESTEEG RE SETTLEMENT OF SALE OBJECTION (1.6). REVIEW SCHEDULING ORDER FROM COURT AND RELATED CORRESPONDENCE WITH M. BRANDESS (.2).	2.20	891.00
09/29/20 PRH	ATTEND CONFERENCE CALL WITH M. BRANDESS AND E. VANDESTEEG RE WIND-DOWN BUDGET, STRATEGY (.6). ATTENTION TO WITNESS LIST FOR SALE EVIDENTIARY HEARING (.1). ATTEND BUDGET CALL WITH PROFESSIONALS FOR DEBTOR (1.0). FOLLOW UP CALLS AND CORRESPONDENCE WITH M. BRANDESS AND E. VANDESTEEG (.5). PHONE CALLS TO J. GREGG AND M. MAGGIO (.4). REVIEW REVISED WINDDOWN BUDGET AND RELATED CORRESPONDENCE (.4).	3.00	1215.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 9  
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09/30/20 PRH VARIOUS CORRESPONDENCE RE SALE RELATED ISSUES 4.90 1984.50  
 WITH CO-COUNSEL (1.3). CONFERENCE CALLS WITH  
 M. BRANDESS AND L. VANDESTEEG RE STRATEGY  
 (1.5). CONFERENCE CALL AND CORRESPONDENCE WITH  
 MEDIATOR RE STATUS OF NEGOTIATIONS (.4).  
 ATTENTION TO WITNESS LIST AND REVIEW WITNESS  
 LIST FILED BY LENDERS (.4). REVIEW AND REVISE  
 PROPOSED SALE ORDER (1.3).

TOTAL HOURS	48.40	FOR SERVICES RENDERED	\$	19602.00
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		MATTER TOTAL	\$	19602.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEES
PAUL R. HAGE	405.00	48.40	19602.00
TOTALS		48.40	19602.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 10  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 467078

Official Committee of Unsecured Creditors of Barfly Ventures  
 CASE ADMINISTRATION  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
09/02/20	PRH	CONFERENCE CALLS AND CORRESPONDENCE WITH J. LUCAS, M. BRANDESS AND E. VANDESTEEG REGARDING SALE UPDATE, PPP ISSUES AND CASE STRATEGY (.9). REVIEW FINANCIALS PROVIDED BY J. MORDEN (.1).	1.00	405.00
09/08/20	PRH	CORRESPONDENCE WITH J. LUCAS AND M. BRANDESS RE STATUS OF CASE (.1). CONFERENCE CALL WITH J. LUCAS, E. VANDESTEEG AND M. BRANDESS RE STATUS OF CASE (.4). FOLLOW UP CALL AND CORRESPONDENCE WITH M. BRANDESS AND E. VANDESTEEG (.3).	.80	324.00
09/09/20	PRH	CONFERENCE CALL WITH M. BRANDESS AND E. VANDESTEEG RE CASE STRATEGY.	.60	243.00
09/10/20	PRH	RESPOND TO PHONE CALL AND E-MAIL FROM CREDITOR REGARDING STATUS OF CASE, SALE PROCESS.	.50	202.50
09/15/20	PRH	ATTEND CONFERENCE CALL WITH M. BRANDESS AND J. LUCAS RE STATUS OF CASE (.6). FOLLOW UP CALL WITH M. BRANDESS (.2).	.80	324.00
09/16/20	PRH	REVIEW MONTHLY OPERATING REPORTS FILED BY DEBTORS.	.20	81.00
09/23/20	PRH	REVIEW FILED MONTHLY OPERATING REPORT.	.20	81.00
09/28/20	PRH	REVIEW OPERATING REPORT FILED BY DEBTORS.	.10	40.50

TOTAL HOURS	4.20	FOR SERVICES RENDERED	\$	1701.00
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BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 11  
CLIENT NUMBER: UCCBAR  
INVOICE NO.: 467078

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MATTER TOTAL \$ 1701.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	4.20	1701.00
TOTALS		4.20	1701.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 12  
 CLIENT NUMBER: UCCBAR  
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Official Committee of Unsecured Creditors of Barfly Ventures  
 CLAIMS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
09/14/20	PRH	REVIEW GORDON FOODS ADMINISTRATIVE EXPENSE AND PACA FILINGS.	.40	162.00

TOTAL HOURS	0.40	FOR SERVICES RENDERED	\$	162.00
				-----
MATTER TOTAL			\$	162.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.40	162.00
TOTALS		.40	162.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 13  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 467078

Official Committee of Unsecured Creditors of Barfly Ventures  
 COMMITTEE COMMUNICATIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
09/01/20	PRH	REVIEW AGENDA AND SALE RELATED DOCUMENTS IN PREPARATION FOR COMMITTEE CALL (.2). ATTEND WEEKLY COMMITTEE CALL (.6).	.80	324.00
09/08/20	PRH	REVIEW AGENDA IN PREPARATION FOR WEEKLY COMMITTEE CALL (.1). ATTEND WEEKLY COMMITTEE CALL (.7).	.80	324.00
09/10/20	PRH	ATTEND COMMITTEE CONFERENCE CALL TO DISCUSS SALE STATUS, OBJECTION (1.2). FOLLOW UP CALL WITH M. BRANDESS AND L. VANDESTEEG (.5).	1.70	688.50
09/11/20	PRH	CORRESPONDENCE WITH COMMITTEE MEMBERS REGARDING POTENTIAL SALE SETTLEMENT AND MONTHLY FEE STATEMENTS.	.10	40.50
09/15/20	PRH	CORRESPONDENCE WITH M. BRANDESS RE COMMITTEE CALL AGENDA (.1). ATTEND COMMITTEE CONFERENCE CALL (.5).	.60	243.00
09/18/20	PRH	CORRESPONDENCE RE COMMITTEE CALL RE STATUS OF CASE (.1). ATTEND CALL (.6).	.70	283.50
09/23/20	PRH	ATTEND COMMITTEE CONFERENCE CALL RE SALE OBJECTION (.6). FOLLOW UP CALL WITH M. BRANDESS AND E. VANDESTEEG (.4).	1.00	405.00
09/24/20	PRH	CORRESPONDENCE WITH COMMITTEE MEMBERS RE STATUS OF SALE NEGOTIATIONS, OBJECTIONS.	.20	81.00
09/29/20	PRH	ATTEND COMMITTEE CONFERENCE CALL RE STATUS OF CASE.	.50	202.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 14  
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TOTAL HOURS	6.40	FOR SERVICES RENDERED	\$	2592.00
				-----
		MATTER TOTAL	\$	2592.00

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEEES
PAUL R. HAGE	405.00	6.40	2592.00
TOTALS		6.40	2592.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 15  
CLIENT NUMBER: UCCBAR  
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Official Committee of Unsecured Creditors of Barfly Ventures  
DISBURSEMENTS

\*\*OPEN FOR COST ONLY\*\*

\*\*\*\*\* DISBURSEMENTS \*\*\*\*\*

08/04/20 WESTLAW CHARGES	294.01
08/31/20 COPY EXPENSE # 2	3.15
09/02/20 TRANSCRIPT FEES - - VENDOR: GAIL L. BEACH	21.60
 TOTAL DISBURSEMENTS.....\$	 318.76 -----
 MATTER TOTAL	 \$ 318.76



BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 16  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 467078

Official Committee of Unsecured Creditors of Barfly Ventures  
 EXECUTORY CONTRACTS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
09/16/20	PRH	REVIEW ORDER REJECTING VARIOUS LEASES.	.10	40.50
09/17/20	PRH	CORRESPONDENCE RE MOTION TO EXTEND DEADLINE TO ASSUME LEASES.	.10	40.50
09/18/20	PRH	REVIEW MOTION TO EXTEND TIME RE LEASES.	.20	81.00
09/24/20	PRH	REVIEW ORDER REJECTING CONTRACTS.	.10	40.50
09/29/20	PRH	REVIEW FILINGS RELATED TO REJECTION OF LEASES AND CONTRACTS.	.10	40.50

TOTAL HOURS	0.60	FOR SERVICES RENDERED	\$	243.00
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MATTER TOTAL	\$	243.00
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\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.60	243.00
TOTALS		.60	243.00

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 17  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 467078

Official Committee of Unsecured Creditors of Barfly Ventures  
 FEE APPLICATIONS / OBJECTIONS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
09/04/20	PRH	ATTENTION TO MONTHLY FEE STATEMENT (.7). RELATED CORRESPONDENCE WITH COMMITTEE PROFESSIONALS (.1).	.80	324.00
09/08/20	PRH	REVIEW DRAFT AMHERST MONTHLY FEE STATEMENT AND RELATED CORRESPONDENCE.	.20	81.00
09/11/20	PRH	FINALIZE MONTHLY FEE STATEMENTS AND SEND SAME TO COMMITTEE MEMBERS FOR REVIEW AND APPROVAL.	1.10	445.50
09/14/20	PRH	FINALIZE, FILE AND SERVE MONTHLY FEE STATEMENTS.	.60	243.00
09/21/20	PRH	REVIEW FEE APPLICATIONS FILED BY DEBTOR PROFESSIONALS.	.20	81.00

TOTAL HOURS	2.90	FOR SERVICES RENDERED	\$	1174.50
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		MATTER TOTAL	\$	1174.50
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\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	2.90	1174.50
TOTALS		2.90	1174.50

BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Oct 6, 2020 PAGE 18  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 467078

Official Committee of Unsecured Creditors of Barfly Ventures  
 FINANCING

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
09/16/20	PRH	REVIEW PROPOSED REVOLVER RE POST-SALE FINANCING AND RELATED CORRESPONDENCE.	.40	162.00
09/18/20	PRH	REVIEW EDITS TO POST-PETITION FINANCING DOCUMENTS AND RELATED CORRESPONDENCE.	.50	202.50
TOTAL HOURS		0.90	FOR SERVICES RENDERED	\$ 364.50
				-----
MATTER TOTAL			\$	364.50

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.90	364.50
TOTALS		.90	364.50

**Exhibit E**  
**(October Monthly Fee Statement)**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-01947-jwb

(Jointly Administered)

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**MONTHLY FEE STATEMENT OF JAFFE RAITT HEUER & WEISS, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR OCTOBER 2020**

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Name of Applicant:	Jaffe Raitt Heuer & Weiss, P.C.
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	October 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$14,538.00 80% = \$11,630.40 20% = \$2,907.60
Amount of expense reimbursement sought:	\$147.27
Total interim request:	<b>\$11,777.67</b>

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<sup>1</sup> The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).



Respectfully submitted by,  
27777 FRANKLIN ROAD, SUITE 2500 • SOUTHFIELD, MICHIGAN 48034-8214  
PHONE 248.351.3000 • FAX 248.351.3082  
[www.jaffelaw.com](http://www.jaffelaw.com)

**JAFFE RAITT HEUER & WEISS, P.C.**

By: /s/ Paul R. Hage  
Paul R. Hage (P70460)  
27777 Franklin Road, Suite 2500  
Southfield, MI 48034  
Phone: (248) 351-3000  
[phage@jaffelaw.com](mailto:phage@jaffelaw.com)

-and-

**SUGAR FELSENTAL GRAIS &  
HELSINGER, LLP**

Michael A. Brandess  
30 N. LaSalle Street, Suite 3000  
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Phone: (312) 704-9400  
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*Counsel to the Official Committee of Unsecured  
Creditors of Barfly Ventures, LLC et al.*

Dated: November 11, 2020.



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www.jaffelaw.com

Official Committee of Unsecured Creditors of BaNovember 10, 2020  
c/o Gordon Food Service, Inc.  
Sharon Murphy - Director of Credit  
1300 Gezon Parkway SW  
Wyoming, MI 49509-9300

Invoice No. 468705

FOR LEGAL SERVICES RENDERED THROUGH OCTOBER 31, 2020  
AS ITEMIZED ON THE ATTACHED REPORT:

ASSET ANALYSIS

Total Fees	\$729.00
Total Costs	\$0.00
	-----
Subtotal	\$729.00

ASSET DISPOSITION

Total Fees	\$10,530.00
Total Costs	\$0.00
	-----
Subtotal	\$10,530.00

CASE ADMINISTRATION

Total Fees	\$1,335.00
Total Costs	\$0.00
	-----
Subtotal	\$1,335.00

CLAIMS

Total Fees	\$40.50
Total Costs	\$0.00
	-----
Subtotal	\$40.50

COMMITTEE COMMUNICATIONS

Total Fees	\$607.50
Total Costs	\$0.00
	-----
Subtotal	\$607.50



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BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Nov 10, 2020 PAGE 2  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 468705

## DISBURSEMENTS

Total Fees	\$0.00
Total Costs	\$147.27
	-----
Subtotal	\$147.27

## EXECUTORY CONTRACTS

Total Fees	\$162.00
Total Costs	\$0.00
	-----
Subtotal	\$162.00

## FEE APPLICATIONS / OBJECTIONS

Total Fees	\$1,134.00
Total Costs	\$0.00
	-----
Subtotal	\$1,134.00

TOTAL FEES THIS INVOICE	\$	14,538.00
TOTAL COSTS THIS INVOICE	\$	147.27
TOTAL AMOUNT DUE	\$	----- 14,685.27

FED. TAX I.D. 38-1915036 TERMS: NET 30 DAYS

{J1}





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BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Nov 10, 2020 PAGE 3  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 468705

Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET ANALYSIS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
10/13/20	PRH	CORRESPONDENCE WITH M. BRANDESS RE STRATEGY FOR SELLERS CLAIMS.	.20	81.00
10/14/20	PRH	ATTENTION TO PRO HAC VICE ADMISSION OF J. O'CONNOR AND RELATED CORRESPONDENCE (.6). PHONE CALL WITH J. PIGGINS RE EXTENDING SELLERS 523 DEADLINE (.5). FOLLOW UP CALLS AND CORRESPONDENCE WITH M. BRANDESS (.4).	1.50	607.50
10/15/20	PRH	CORRESPONDENCE RE PRO HAC ADMISSION IN SELLERS CASE FOR J. O'CONNOR.	.10	40.50

TOTAL HOURS 1.80 FOR SERVICES RENDERED \$ 729.00

MATTER TOTAL \$ 729.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	1.80	729.00
TOTALS		1.80	729.00



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BARFLY VENTURES, ET AL, OFFICIAL COMMITTEE OF UN Nov 10, 2020 PAGE 4  
 CLIENT NUMBER: UCCBAR  
 INVOICE NO.: 468705

Official Committee of Unsecured Creditors of Barfly Ventures  
 ASSET DISPOSITION

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
10/01/20	PRH	ATTENTION TO SERVICE OF WITNESS LIST AND RELATED CORRESPONDENCE (.3). REVIEW REVISED TERM SHEET FROM LENDERS (.3). VARIOUS CALLS AND CORRESPONDENCE WITH CO-COUNSEL RE SETTLEMENT TERMS (2.3). CONFERENCE CALLS WITH J. GREGG RE COUNTER OFFER (1.3). CONTINUED SETTLEMENT NEGOTIATIONS WITH DEBTOR AND COMMITTEE PROFESSIONALS AND MEDIATOR (2.1).	6.30	2551.50
10/02/20	PRH	VARIOUS CALLS AND CORRESPONDENCE RE SETTLEMENT DISCUSSIONS (2.2). REVIEW REVISED TERM SHEET (.2). ATTEND STATUS CONFERENCE WITH COURT (.6).	3.00	1215.00
10/07/20	PRH	REVIEW AND REVISE PROPOSED SALE ORDER (3.5). DISCUSS EDITS WITH E. VANDESTEEG (.2). RELATED CORRESPONDENCE WITH M. BRANDESS AND J. LUCAS (.2). REVIEW REVISIONS FROM J. ROSELL AND RELATED CORRESPONDENCE (.6).	4.50	1822.50
10/08/20	PRH	PHONE CALL FROM M. MAGGIO RE STATUS OF SALE OBJECTIONS (.4). FOLLOW UP CALL WITH M. BRANDESS (.2). FOLLOW UP CORRESPONDENCE WITH M. MAGGIO AND M. BRANDESS (.1).	.70	283.50
10/09/20	PRH	CORRESPONDENCE WITH CO-COUNSEL RE ISSUES FOR SALE HEARING (.1). CORRESPONDENCE RE SALE ORDER (.2).	.30	121.50
10/11/20	PRH	REVIEW LENDERS' EDITS TO SALE ORDER (.3). MULTIPLE PHONE CALLS AND CORRESPONDENCE WITH M. BRANDESS AND E. VANDESTEEG RE SALE ORDER (1.4).	1.70	688.50



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10/12/20 PRH	VARIOUS CORRESPONDENCE AND CALLS WITH M. BRANDESS, E. VANDESTEEG AND J. ROSELL RE REVISIONS TO SALE ORDER (2.3). ATTENTION TO REVISIONS TO SALE ORDER (1.3). REVIEW LIST RE ASSIGNED CAUSES OF ACTION (.2). PHONE CALL WITH E. VONEITZEN RE AGENDA FOR SALE HEARING (.2). PHONE CALLS WITH M. MAGGIO RE STATUS OF DISCUSSIONS (.3). REVIEW FILED SALE ORDER/AGENDA (.4).	4.70	1903.50
10/13/20 PRH	ATTEND SALE HEARING (1.8). FOLLOW UP CALLS AND CORRESPONDENCE WITH M. BRANDESS (.5). CORRESPONDENCE RE UST FEE ISSUE (.1).	2.40	972.00
10/14/20 PRH	REVIEW REVISED SALE ORDER AND RELATED CORRESPONDENCE WITH ESTATE PROFESSIONALS.	.30	121.50
10/15/20 PRH	REVIEW ENTERED SALE ORDER.	.20	81.00
10/19/20 PRH	REVIEW NOTICE OF CANCELLATION OF HEARING (.1). REVIEW STIPULATION RE MODIFICATION OF SALE ORDER AND RELATED CORRESPONDENCE (.4).	.50	202.50
10/20/20 PRH	REVIEW REVISED SALE DOCUMENTS AND RELATED CORRESPONDENCE WITH M. BRANDESS.	.30	121.50
10/21/20 PRH	REVIEW FILED STIPULATION RE SALE ORDER AND ENTERED ORDERS AND RELATED CORRESPONDENCE WITH COMMITTEE.	.30	121.50
10/26/20 PRH	CORRESPONDENCE RE STATUS OF CLOSING OF SALE, WIND DOWN BUDGET (.2). PHONE CALLS WITH M. BRANDESS, J. MORDAN AND J. ROSELL RE WINDDOWN BUDGET (.5).	.70	283.50
10/27/20 PRH	CORRESPONDENCE RE CLOSING OF SALE.	.10	40.50

TOTAL HOURS	26.00	FOR SERVICES RENDERED	\$	10530.00
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MATTER TOTAL \$ 10530.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	26.00	10530.00
TOTALS		26.00	10530.00



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Official Committee of Unsecured Creditors of Barfly Ventures  
 CASE ADMINISTRATION

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
10/14/20	MEC	COMMUNICATIONS W/ P. HAGE RE MOTION NEEDED (.2) PREPARE MOTION FOR ADMISSION PRO HAC VICE AND PROPOSED ORDER RE J. O'CONNOR (.8). INSTRUCTIONS FOR FILING MOTION AND SUBMISSION OF ORDER (.2).	1.20	282.00
10/16/20	PRH	CORRESPONDENCE WITH COURT STAFF AND ESTATE PROFESSIONALS RE CLOSING, CONVERSION ISSUES.	.50	202.50
10/19/20	PRH	CORRESPONDENCE AND CALLS WITH M. BRANDESS RE REMAINING ISSUES TO BE ADDRESSED IN CASE.	.40	162.00
10/23/20	PRH	CONSIDER ISSUES RE CHAPTER 7 TRUSTEE.	.20	81.00
10/26/20	PRH	CONSIDER ISSUE RE ELECTION OF CHAPTER 7 TRUSTEE.	1.10	445.50
10/30/20	PRH	REVIEW PETITIONS FOR AFILLIATE ENTITIES AND RELATED CORRESPONDENCE WITH COMMITTEE.	.40	162.00

TOTAL HOURS 3.80 FOR SERVICES RENDERED \$ 1335.00

MATTER TOTAL \$ 1335.00



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*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	2.60	1053.00
MAUREEN E. CHAPMAN	235.00	1.20	282.00
TOTALS		3.80	1335.00



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Official Committee of Unsecured Creditors of Barfly Ventures  
 CLAIMS

\*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
10/13/20	PRH	REVIEW GORDON FOOD SERVICES ORDERS.	.10	40.50
TOTAL HOURS		0.10	FOR SERVICES RENDERED	\$ 40.50
				-----
MATTER TOTAL			\$	40.50

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	.10	40.50
TOTALS		.10	40.50



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Official Committee of Unsecured Creditors of Barfly Ventures  
 COMMITTEE COMMUNICATIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
10/02/20	PRH	ATTEND COMMITTEE CONFERENCE CALL RE SALE SETTLEMENT.	.50	202.50
10/06/20	PRH	CORRESPONDENCE WITH COMMITTEE PROFESSIONALS RE COMMITTEE MEETING (.1). ATTEND WEEKLY COMMITTEE CALL (.5).	.60	243.00
10/07/20	PRH	CORRESPONDENCE WITH COMMITTEE MEMBERS RE MONTHLY FEE STATEMENTS.	.20	81.00
10/15/20	PRH	REVIEW COMMUNICATION TO COMMITTEE MEMBERS RE SALE ORDER.	.10	40.50
10/20/20	PRH	CORRESPONDENCE WITH COMMITTEE MEMBERS RE STATUS OF CASE.	.10	40.50

TOTAL HOURS	1.50	FOR SERVICES RENDERED	\$	607.50
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MATTER TOTAL	\$	607.50
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\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEES
PAUL R. HAGE	405.00	1.50	607.50
TOTALS		1.50	607.50





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Official Committee of Unsecured Creditors of Barfly Ventures  
DISBURSEMENTS

\*\*OPEN FOR COST ONLY\*\*

\*\*\*\*\* DISBURSEMENTS \*\*\*\*\*

TELEPHONE CHARGES CC	6.81
07/01/20 PACER CHARGES NET CHARGES	123.80
09/10/20 WESTLAW CHARGES	16.66
 TOTAL DISBURSEMENTS.....\$	 147.27
	-----
 MATTER TOTAL	 \$ 147.27



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Official Committee of Unsecured Creditors of Barfly Ventures  
 EXECUTORY CONTRACTS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
10/19/20	PRH	REVIEW ORDER AUTHORIZING REJECTION OF CONTRACTS.	.10	40.50
10/20/20	PRH	REVIEW FILED STIPULATION RE RESOLUTION OF ADEQUATE ASSURANCE DISPUTE.	.10	40.50
10/28/20	PRH	REVIEW MOTION TO REJECT LEASES.	.20	81.00
TOTAL HOURS		0.40	FOR SERVICES RENDERED	\$ 162.00
				-----
MATTER TOTAL			\$	162.00

\*-----TIME AND FEE SUMMARY-----\*

*-----TIMEKEEPER-----*	RATE	HOURS	FEES
PAUL R. HAGE	405.00	.40	162.00
TOTALS		.40	162.00



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Official Committee of Unsecured Creditors of Barfly Ventures  
 FEE APPLICATIONS / OBJECTIONS  
 \*\*OPEN FOR TIME ONLY\*\*

DATE	ATTY	SERVICE DESCRIPTION	HOURS	
10/01/20	PRH	REVIEW AMHERST DRAFT INVOICE AND RELATED CORRESPONDENCE.	.10	40.50
10/06/20	PRH	REVIEW TIME ENTRIES FOR PREPARATION OF MONTHLY FEE STATEMENTS (1.3). PREPARE COVER SHEETS FOR MONTHLY FEE STATEMENTS (.3). RELATED CORRESPONDENCE (.2).	1.80	729.00
10/07/20	PRH	FINALIZE, FILE AND SERVE MONTHLY FEE STATEMENTS.	.40	162.00
10/14/20	PRH	CORRESPONDENCE WITH J. O'CONNOR RE NEED TO PREPARE INTERIM FEE APPLICATIONS. AND REVIEW DRAFT TEMPLATE.	.30	121.50
10/16/20	PRH	REVIEW MASTODON FEE STATEMENT.	.10	40.50
10/20/20	PRH	REVIEW INTERIM FEE STATEMENTS FILED BY DEBTORS' PROFESSIONALS.	.10	40.50
TOTAL HOURS 2.80 FOR SERVICES RENDERED			\$	1134.00
				-----
MATTER TOTAL			\$	1134.00



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*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEE
PAUL R. HAGE	405.00	2.80	1134.00
TOTALS		2.80	1134.00

**Exhibit F**  
**(Proposed Order)**

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,<sup>4</sup>

Debtors.

Chapter 11

Case No. 20-01947-jwb

Hon. James W. Boyd

Jointly Administered

**ORDER APPROVING FIRST APPLICATION OF JAFFE RAITT HEUER & WEISS,  
P.C. FOR COMPENSATION & REIMBURSEMENT OF EXPENSES AS  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

This matter having come before the Court on the *First Application of Jaffe Raitt Heuer & Weiss, P.C. for Compensation & Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors* (the “Application”)<sup>5</sup> wherein Jaffe Raitt Heuer & Weiss, P.C. (“Jaffe”) sought allowance of an administrative expense for fees and expenses incurred as counsel for the Committee during the Application Period; notice of the Application being sufficient and consistent with the Compensation Order; and no objections to the Application having been filed:

**IT IS HEREBY ORDERED:**

1. The Application is granted.

---

<sup>4</sup> The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

<sup>5</sup> Capitalized terms not otherwise defined herein shall have the meaning given to them in the Application.

2. Jaffe is granted an allowed administrative expense under section 503(b)(2) for professional fees and expenses incurred during the Application Period in the amount of \$118,346.61.

3. The Debtors are authorized and directed to promptly pay to Jaffe the outstanding balance of the fees and expenses allowed under this Order, in the amount of \$17,721.89.

4. This Court retains exclusive jurisdiction to resolve any dispute arising from or related to this Order.

**END OF ORDER**

*Order prepared and submitted by:*

JAFFE RAITT HEUER & WEISS, P.C.  
Paul R. Hage (P70460)  
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*Counsel for the Official Committee of Unsecured  
Creditors of Barfly Ventures, LLC et. al.*